

**MINUTES**  
**QUINCY NATURAL FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING**

March 20, 2018

**Time: 5:03** p.m. Meeting called to order by Kyle Merriam

**Location:** Quincy Natural Foods Co-op White House

**Board members present:** Kyle Merriam, Chris Anderson, Rachel Bauer, Jennifer Ready, Wayne Cartwright, Julie Hochrein

**Board members absent:**

**Minutes taken by:** Aimée Chudy

**Also present:**

**Welcome guests:** Gia Martynn, Nance Reed.

**Open Forum/Announcements:** New date for Annual Meeting is June 16<sup>th</sup>, to be held at the Vet's Hall. Kyle reminded board members that the next newsletter, deadline is June 1<sup>st</sup>. Julie will write an article about new board members.

**Approval of March 20, 2018 Agenda:**

Kyle motioned to approve, Wayne seconded. Agenda approved unanimously.

**Approval of February 20, 2018 Minutes:**

Kyle motioned to approve, Jennifer seconded. The board election announcement date under Board Elections on Page 2 needs to be changed from April 5<sup>th</sup> to April 7<sup>th</sup>.

Approved unanimously with change (Julie abstained).

**Board Education:** Board officer election & committee chair determination process: The board officer election policy was reviewed. Rachel reminded the board that new members are seated at the April board meeting, after the Board President is elected. Board members will indicate their interest in officer and chair positions at the meeting. If there is more than one candidate, votes will be tallied to determine the outcome. Jennifer asked board members to consider their interest in officer and chair positions prior to the April board meeting. Board officer position descriptions are in the drop box.

**Manager's Report:**

GM Andrea Wilson was not present at the meeting. HR Manager Aimée Chudy addressed questions on the general manager's report for February 2018. The report was discussed and the board accepted the report.

**Old Business:**

- **Board Guidance Policy**

- Julie motioned to approve, Rachel seconded. Julie explained revisions to the policy. There was a discussion about ensuring that mentorship is made available to new members and others who may request support and

communicating this in new board member orientation. Several minor changes were discussed. Approved unanimously with changes.

- **Staff Meeting:**

- Wayne gave an overview of the QNF staff meeting he attended on February 21<sup>st</sup>.

**New Business:**

- **Board Election Ballot Policy:**

- Wayne motioned to approve the policy, Rachel seconded. There was some discussion of the new policy. Approved unanimously.

- **Board Vacancy Policy:**

- Emily Bryant recently resigned from the board, creating a vacant seat. The board development committee met and recommends filling the vacancy for a one year period after the current board elections, which is acceptable as outlined in the Board Vacancy policy. The board development committee has created a list of potential replacement members to consider. The board will vote on the eventual replacement appointee.

- **Filling Board Vacancy:**

- Chris motioned to wait until after the board election to fill the one-year board vacancy that was discussed. Wayne seconded. Approved unanimously.

- **4<sup>th</sup> Quarter Financial Report**

- Rachel motioned to approve the 4<sup>th</sup> quarter 2017 financial report (for non-adjusted year end totals). Julie seconded. The finance committee chair shared a summary of the report, which the committee recommended for approval. Approved unanimously.

- **Annual Operating Budget & Capital Expenditures:**

- Rachel motioned to approve the 2018 operating budget and postpone approval of the Preliminary Capital Expenditures Budget. Wayne seconded. The operating budget is based on conservative 1% sales growth from 2017. The finance committee recommended approval of the operating budget and suggested finalizing the capital expenditures budget at the next board meeting. Approved unanimously.

- **2018 Board Calendar**

- The board calendar was reviewed and revisions were discussed. Julie will make revisions and send out to the Board for review.

- **Policy Review Recommendations?**

- Kyle suggested creating a list of what items are to be stored in the locked Board filing cabinet. Julie suggested that the executive committee create the list for policy committee's review.
- A confidentiality agreement for members serving on ad-hoc committee was discussed.

## **Committee Reports**

- **Board Development:**
  - Met Feb. 22<sup>nd</sup> to address the board vacancy. Met March 6<sup>th</sup> with the policy committee to review the board election ballot policy. Will meet April 4<sup>th</sup> to count ballots.
- **Membership:**
  - Met March 12<sup>th</sup> to work on details of annual meeting scheduled for June 16<sup>th</sup>. Next meeting will be April 18<sup>th</sup>.
- **Finance:**
  - Met March 15<sup>th</sup> to review 4<sup>th</sup> quarter 2017 financial reports, operating budget and capital expenditure budget.
- **Policy:**
  - Met March 6<sup>th</sup> with Board Development. No meeting scheduled yet.
- **Executive:**
  - Met on March 13<sup>th</sup> and reviewed the meeting agenda. Next meeting is scheduled for April 16<sup>th</sup> when the GM's 6-month evaluation is scheduled to take place.
- **Strategic Plan (ad-hoc) committee**
  - Met on March 14<sup>th</sup> and 5<sup>th</sup>, working on streamlining the strategic plan, hoping to come up with a rough draft to Andrea this week.

## **Closing**

**Board Retreat and New board member orientation, dates to be determined.**

### **Review Decisions/Tasks/Assignments:**

- Julie will write the next Scoop newsletter article
- Board development will follow up on the board vacancy
- The updated board calendar will be reviewed by everybody
- 2018 capital expenditure budget to be updated by finance committee
- Executive committee to create list of items for board filing cabinet.

### **Review Board Calendar:**

- The board calendar was reviewed.

### **Adjourn Meeting:**

Kyle motioned to adjourn the meeting, Rachel seconded. The meeting was adjourned at 6:53 PM

**Closed Session:** a closed session was held after the meeting.

*Note: The notetaker makes approved changes to the prior meeting's minutes and forwards the final version to the Board Secretary and Member Services Coordinator. The Secretary posts the final minutes in the Board dropbox, and the Member Services Coordinator posts in the store and on the QNFC web site.*