

**MINUTES**  
**QUINCY NATURAL FOODS CO-OP BOARD OF DIRECTORS**  
**REGULAR MEETING**  
May 20, 2021

**Time:** 5:00 pm Meeting called to order by Gia, President

**Location:** 269 Main St, Quincy CA.

**Board members present:** Aubrey Pickerell, Wayne Cartwright, Piers Strailey, Amy Napoleon, Scott Stirling, Dana Krinsky (joined remotely).

**Board members absent:** None

**Minutes taken by:** Aubrey Pickerell

**Also present:** Marcie Wilde, GM, Amber Hughes, Marketing & Member Services.

**Welcome guests:** Nance Reed, Michael Rodriguez

**Open Forum/Announcements:** Board Members and staff introduced themselves.

**Approval of May 20, 2021 Agenda:**

Piers motioned to approve; Aubrey seconded. Agenda approved. Gia would like to add discussion to the agenda regarding moving to a digital format for board materials. Board Development to discuss how Wayne should present on Columinate 101 training.

**Approval of April 20th, 2021 Minutes:**

Wayne motioned to approve; Piers seconded. Wayne asks for clarification on the name change and how it will impact our DBA. We will be *doing business as* Quincy Natural Foods but changing our name, outwardly facing, to Feather River Foods Co-Op. Minutes were approved.

**Board Education:**

Marcie presented and briefly discussed the updated Staff organizational chart. Changes to the organization chart began in February when Marcie was hired as General Manager. She notes that the new organization chart spreads responsibility and supervision from concentrated to two managers to a department-based management model, with support built in at each level (e.g. team leaders).

**Upcoming board education:**

## **Board Ed 2021 lineup**

**June** - Amy Napoleon/Gia Martynn – update on policy governance.

**July** - Wayne Cartwright – grocery business trends.

**September** – Piers Strailey – TBD.

## **Manager's Report:**

The General Manager's report was discussed, and the board accepted the report for April 2021. Both stores saw an increase in April. Difficult to compare to April 2020 because of the pandemic (and Portola temporary-shutdown). Marcie notes there is always a dip in sales after quarterly discount month as members spend significantly. Marcie notes fluctuations in the bakery staffing as a result of the transition has caused some shortages on baked goods. Bulk has been reopened on a limited basis to gauge flow and cleanliness/sanitation. Marcie notes she and Amber are working on a collaboration with local non-profits to provide discounts for service.

## **4<sup>th</sup> Quarter 2020 Financial Report:**

4<sup>th</sup> Quarter Financial Report was discussed; the board accepted the report without changes.

## **Old Business:**

- **Annual meeting plan update:** Annual meeting will be held June 10<sup>th</sup>, via Zoom. Pangaea will be catering a meal for members who have registered. Ryan Thoni will host trivia throughout the meeting agenda.
- **Policy governance update:** Gia and Amy participating in policy governance workshops. They will share more in June.
- **Board Orientation & Finance training:** Finance Training and orientation will occur Wednesday, May 26<sup>th</sup>.
- **Board retreat planning - finalize date:** Gia will circulate best two options for retreat scheduling. Looking at the end of June.
- **Board compensation policy revision:** Compensation policy revisions not yet complete. Topic to be resumed in June.

- **Board contact list:** Update to Wayne's phone number. Piers adds he is not on the Finance Committee but is on the Policy Committee. Dana updates her mailing and physical addresses.
- **Confirm committee chair for Board Development:** Scott Stirling agrees to chair committee with support from Aubrey.
- **Committee roster:** Committee roster confirmed. Updated copy will be circulated in June.
- **Board Calendar:** The board calendar for 2021/2022 is discussed. Proposed changes below. Calendar will be adjusted to start in May. The new calendar is approved.
  - May- adding GM check-in
  - June – annual meeting
  - July – staff appreciation planning, 1<sup>st</sup> Quarter Financials
  - August – no meeting; 6 month contract renewal for GM; bylaw review
  - September – Workplace survey
  - October – CAD, Breakfast with Board planning, begin board election process.
  - November – Breakfast with the Board, GM evaluation process kickoff.
  - January – board self-evaluation planning and goal establishment
  - February – board self-evaluation, GM annual contract renewal
  - March – board election, annual meeting planning commences, new board member orientation.
  - April – seat new board members, elect officers.
- **Upcoming Membership Monthly Message Reminder:**
  - June: Gia
  - July: Wayne
  - August: Piers

#### **New Business:**

- **Patronage Dividend:** Wayne explains the Finance Committee is recommending we forgo a patronage dividend for 2021 because of a reduction in 2020 sales. Marcie will draft a letter to the board for review before distributing to membership. Piers makes a motion to approve the recommendation of the Finance Committee, Aubrey seconded. All in favor.
- **Board retreat planning:** Looking to schedule at end of June. Might do two half-days so more board members can attend.

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- **Upcoming staff meeting:**

Portola staff meeting held April 29<sup>th</sup>; next all-staff meeting scheduled for June 10<sup>th</sup> 1-2:30 both virtually and in-person, at the Quincy. Board members are encouraged to attend.

**Committee Reports:**

- **Board Development:**

Committee needs to discuss how Wayne should present on Columinate 101 training.

- **Membership:**

Met May 12<sup>th</sup> to finalize planning for the annual meeting.

- **Finance:**

Met May 13<sup>th</sup> to discuss patronage dividend. Next meeting scheduled for June 1<sup>st</sup>.

- **Policy:**

Has not met. Need to set a date to review board compensation policy.

- **Executive:**

Next meeting on Monday, May 24<sup>th</sup>.

**Closing:**

**Review Decisions, Tasks, Assignments:**

- Board education: Amy & Gia for June
- Confirm board retreat
- June message from Board – Gia
- Board Orientation- May 26<sup>th</sup>
- Piers TBD attend June 10<sup>th</sup> staff meeting
- Annual Meeting June 10<sup>th</sup>

**Review Board Calendar:** The board calendar was reviewed.

**Next BOD Meeting:** July 17<sup>th</sup>, 2021 in Quincy and via zoom; Board Meetings will now be held the 3<sup>rd</sup> Thursday of each month.

**Summary for Employee Memo:** Gia will email Marcie.

**Adjourn Meeting:**

Gia motioned to adjourn the meeting; Wayne seconded. The meeting was adjourned at 6:39.

**Closed Session:**

Closed session was held.

Note: The Member Services Coordinator makes approved changes to the prior meeting's minutes and forwards the final version to the board secretary and the board president. 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.