

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

October 16, 2018

**Time:** 4:57 p.m. Meeting called to order by Julie Hochrein, board president

**Location:** Portola Public Library, Portola, CA

**Board members present:** Julie Hochrein, Jennifer Ready, Chris Anderson, Rachel Bauer, Gia Martynn, Vanessa Vasquez

**Board members absent:** Susan Wilson

**Minutes taken by:** Marcie Wilde

**Also present:** Andrea Wilson, GM

**Welcome guests:** Sam Waldeck -FRFC employee, Mikki Brown – FRFC employee, Julie Lewis – FRFC employee, April Harston – FRFC Store Manager, Holly – Co-op member-owner.

**Open Forum/Announcements:** Julie Lewis thanked the board for the wonderful and thoughtful gifts to the staff.

**Approval of October 16<sup>th</sup>, 2018 Agenda:** Rachel motioned to approve, Chris seconded. Agenda approved unanimously with no change.

**Approval of September 18<sup>th</sup>, 2018 Minutes:** Gia motioned to approve, Rachel seconded. Minutes were approved with no changes.

**Board Education:**

- Gia Martynn shared information on the board election process. She recommended the board review the by-laws related to our board election process. There was discussion on recruitment, minimum number of candidates, and ways to engage more potential candidates. A possible open forum style meet and greet was discussed for January 2019.
- Julie mentioned the next Co-op Café on February 16<sup>th</sup> is in Sacramento and encouraged everyone to attend.

**Manager's Report:**

The general manager's report for September 2018 was discussed and the board accepted the report.

## **Old Business:**

- **FRFC Staff Meeting, October 1st:**  
Julie attended and shared her notes on the meeting.
- **QNFC Staff Meeting, December 12<sup>th</sup>, 2:00pm:**  
Gia will attend on December 12<sup>th</sup>.
  
- **Policy Review thru Article 6:**
  - Rachel proposed to omit the line in Article 4, Section 4.2 – “by petitions signed by at least twenty-five owners and submitted to the Co-op at least four months before the date of the deadline for director election.”
  - Rachel proposed adding a line in Article 4, Section 4.9 to state (iiii) “in violation of the code of conduct as determined by the majority of the Board.”
  - Article 4, Section 4.10, add “of after “remainder” in the last sentence.
  - Article 5, Section 5.2, change “Co-op’s store” to Co-op stores” in last sentence.
  - All changes were unanimously approved by the Board.
  
- **Community Appreciation Days:**
  - Marcie reviewed Community Appreciation highlights from the Portola CAD event. Plans for the Quincy store were discussed, set for 10/20, 12-4pm.

## **New Business:**

- **2<sup>nd</sup> Quarter Financial Report:**
  - Rachel motioned to approve the 2<sup>nd</sup> quarter financial report, Jen seconded. Andrea reviewed the details of the report and highlights were discussed.
- **Board Director, Membership Chair & Farmers’ Market Liaison Vacancies:**
  - Vanessa Vasquez accepted a director position on the board, effective October 9<sup>th</sup>. She will be taking the remainder of Rachel Bauer’s board seat until April 2019, and Rachel Bauer will be taking the remainder of Wayne Cartwright’s seat until April 2021.
  - Gia will take the chair of Board Development Committee, Chris will take the chair for Membership Committee. Vanessa joined the Membership Committee.
  - The Farmers’ Market Liaison will be put off until after the board election.
- **Governance Compensation Policy:**
  - Rachel motioned to approve the Governance Compensation Policy, Julie seconded, with changes. The policy was unanimously approved.

- Andrea suggested an addition of “required” on the third bullet under “expense reimbursement for board members” section, first sentence “Board members or committee members who travel to a...”
- There was a suggestion to remove all instances of “or committee member” under the third bullet.
- **SCOOP article due Dec. 1 (BOD Elections?):**
  - Gia will draft an article for the Scoop newsletter on board elections.

### **Committee Reports:**

- **Board Development:**
  - Met on October 9<sup>th</sup> and discussed the current board vacancy. Next meeting is scheduled for November 12<sup>th</sup> at 9:00am. Gia mentioned a standing item regarding the board elections on each agenda.
- **Membership:**
  - Hasn’t met since last meeting. No future meetings set.
- **Finance:**
  - Met October 11<sup>th</sup> and reviewed the 2<sup>nd</sup> quarter financial report. Next meeting is November 27<sup>th</sup> at 3:30pm.
- **Policy:**
  - Hasn’t met since last meeting. Next meeting is November 1<sup>st</sup> at 4:30pm at Linda Margaretic’s house.
- **Executive:**
  - Met on October 9<sup>th</sup>. Andrea signed her contract renewal. Next meeting TBA.
- **Strategic Plan (ad-hoc) committee**
  - Hasn’t met since last meeting. No future meetings set.

### **Closing**

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

- Chris will update board contact information to include Vanessa.
- All board members to bring a list of potential candidates to next board meeting.
- Organize new board member orientation for Vanessa.
- Review the remainder of the by-laws.
- Board education and Scoop article will be done by Gia.
- Gia will attend the QNFC staff meeting on Dec. 12<sup>th</sup>.
- Jen will edit board compensation policy and put in dropbox.
- Andrea will check with Co-op lawyers about a by-law review.

**Review Board Calendar:**

- October 25<sup>th</sup>, orientation for Vanessa Vasquez at 4:00pm at the White House.

**Adjourn Meeting:**

Chris motioned to adjourn the meeting, Rachel seconded. The meeting was adjourned at 6:52 PM

**Closed Session:**

*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.*