

## Chequamegon Food Co-op Board of Directors Meeting

August 17th, 2021- 5pm Zoom meeting

**BOD Present:** Laura Nagro '22 (Chair), Mick Parent '23 (Vice Chair) Karly Schultz '23 (Secretary), Cynthia Dallzel '24, John Adams '23, Gary Sherman '24, Blake Gross '22

**BOD Absent:**

**GM Present:** Kiersten Galazen

Minutes: Sara Beadle

Meeting called to order at 5:05 pm by Laura Nagro Chair

### Preliminaries

- **Consent Agenda:** voice vote approval
  - Agenda Review
    - Add Kate Ullmans note about patronage towards the end of the meeting.
  - Last month's minutes
    - No discussion, voice vote approval

### GM monthly report- July

1. **Membership** – A big list of new members, four of which are fully-vested!
  2. **Financials** – Exceeded sales budget by about 5.5%. A few unplanned expenses. \$32,000 profit.
    - a. Patronage is an ongoing headache. We thought it was supposed to be simple to add in, but our POS system is having a hard time telling the difference between different rewards categories. We have been running multiple rounds of trials. We have to re-write the system. We have been telling people to do check requests, which isn't ideal, but helps people get their money faster. We may have to move the end date back a bit. In the extreme case it doesn't work, we will cut checks to everyone.
  3. **Department updates-**
  4. **Staffing/personnel** – A few new people! We said goodbye to Axel and Alison who are both off to grad school.
  5. **Infrastructure-** Working on the LED spotlights. Still waiting on compressor issues.
  6. **Marketing-**
  7. **COVID considerations –**
  8. **Other-** July I pretty much just worked on running the store since it quite busy. We are getting a new keypad for the office door on Chapple Ave. Working on quotes to get the upstairs cleaned out with a grant.
    - a. **Our solar grant has finally deemed complete.** Still waiting for acceptance. So we can move forward this year and hopefully getting it done, or wait for till next year, which I am leaning towards as I am very busy, and I might not be able to follow through as much as I can. Mick suggests that there might be more incentives soon from the federal government and that we should just schedule for early spring.
  9. **Education** – The Produce team took a field trip to Wild Hallow farm. Kiersten did some seminars.
  10. **Other**
- John says way to go on the upstairs! Is there anyway the board can help? Maybe lugging out a bunch of garbage.

### GM Monitoring B8: Board Support –

Both reports were written with the help of Sarah Jackson, Produce Manager. I report compliance on all parts. Mick motions to approve the B8, Cynthia seconds, all in favor, motion approves.

Policy committee suggests some language things on this report to simplify things. Didn't hear back from Blake, but John and Cynthia agree.

Looking Ahead: B6 Staff

### CFC Board Monitoring with Review from the Policy Committee

#### Board Monitoring: C7: Committee Principles

John suggests some simplifying language, and pulled from other boards he has been on, John will send them out after the meeting. Below is the suggestion:

Policy Type: Board Process

Policy Title: C7- Board Committees Principles

Revision: July 2021

~~We will use Board Committees only to help us accomplish our job.~~

~~1. Committees will reinforce and support the wholeness of the Board.~~

~~a. In particular, Committees help the whole Board move forward when they research alternatives and bring back options and information.~~

~~2. Board Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.~~

~~3. The Board will document the formation and changes to committees in the monthly meeting minutes.~~

~~a. We will carefully state Committee expectations and authority to make sure they do not conflict with authority delegated to the General Manager~~

From time to time the board may establish committees to help further its work. In order for the committee's work to remain in its scope the board shall define its role as follows:

1. Establish a chairperson of the committee
2. Define the committee as standing or of limited duration
3. Establish the committee's name, members, and scope of work

Looking Ahead D1: Unity

## **Board Review or Decisions**

### **Membership Issue**

A 1979 member share was brought in and he is asking for the Board to grant it as a fully vested membership. We don't have a complete record of things from this far back. He wasn't in the area when we switched to our 4-digit system which was probably in the early 90's. He wasn't in the card files, but there are a lot of people missing from the card file that should be there. He just moved back in the area a few weeks to a month ago. Mick says it's a little hard give him membership if he has been gone that long and hasn't bought anything in the past 30 years or so. Most people had to pay more when we went to the new system. But Mick is tempted just to give it to him, it is unlikely that this one exception is going draw 100 more people out of the woodwork. Cynthia agrees, grandfather him in, he didn't do anything wrong. John adds it's kind of bad on us for not defining the worth of his member share on the share – give him benefit of the doubt. Sounds like everyone is favor, he will become a fully-vested member.

### **Kate Ullman Letter**

Kate Ullman wrote the board about giving her patronage back to the staff of the co-op. Kiersten describes she probably doesn't realize that staff got 15% already. Other co-ops that have unclaimed patronage go to a specified group, and by becoming a member you just agree to it. It may require a by-law change to get unclaimed patronage to go somewhere that's not back to our profit. Gary says it would be helpful if Kate wrote a letter to the membership and the membership could understand why this is a good idea. People can always get a check and then give it back to the co-op in cash. Mick suggests that if we don't have software updates by soon, to cut checks so that we can have an out. Laura will get back to Kate about her letter. More discussion on unclaimed checks. Gary says once something is allocated, which it has been, it is theirs, he doesn't want to take their property away from them. Kiersten says that it doesn't go back to their equity but back to the co-op as taxable income. Gary says to watch out for the state's laws on unclaimed property law. Kiersten will double check with the auditors.

- Retreat Dates: September 14 and 15, 5-8pm – VIRTUAL
  - Send Laura any additional things you want to talk about. We will talk to Michael soon. Mick reminds of pre-work for the retreat.

- Review of 2018 Strategic Plan
  - *What did we do? What didn't we do? What do we have left and is it still important?*
    - Kiersten explains that pages 13& 14 list the objectives. We did not do as much as we could have in terms of local food. We did not offer loans for specific projects. We did re-work the micro-loan to include non-food-based producers. We have not had quarterly open houses. The pandemic didn't work for a lot of things in our plan.
    - Laura would like the above in shorter form from Kiersten. Kiersten will make better notes on the 5-year plan.
    - John mentions the board likely held member input sessions for the strategic plan.
    - Mick defines that the retreat is more so defining the process.
    - As to member input, how can we make the online form better? Sara is re-doing the form, as she didn't know it wasn't working properly.
- Projects or Goals for CFC – Bring ideas for the list.
- Update on Social/Mixer - Interest is waning with the COVID situation getting worse. Put on the back burner.

### **Ongoing/Next Month Prep**

1. Retreat Ideas List
  - a. Strategic Planning Process
  - b. Topic Research
2. Projects/Goals for CFC
3. Anything Else?

**Motion to adjourn meeting by Gary, Mick seconds, all in favor, motion carries. Adjourn at 6:02.**