

**The Isla Vista Food Cooperative**  
Board of Directors Meeting Minutes  
Wednesday, April 17, 2019  
Held at 970 Embarcadero del Mar, Isla Vista

Directors Present: Lisa Oglesby (LO), Kent McClard (KM), Ava Churchill (AC), Janet Stich (JS), Jillian Tempesta (JT), Miles DiPeri (MD)

Directors Absent: None

Staff Present: Melissa Cohen, General Manager (GM)

Members Present: None

Meeting start time: 6:35 p.m.

1. Approval of Meeting Agenda for April 17, 2019

***Motion to approve meeting agenda for April 17, 2019 as amended (meeting scheduling dates changed from April to May): LO Second: JT Approved: 5-0-0***

Director DiPeri arrives: 6:37 p.m.

2. Member Input and Announcements: None at this time.

3. Approval of minutes from March 20, 2019, Board of Directors meeting

***Motion to approve the minutes from the March 20, 2019 Board of Directors meeting as presented: LO Second: JT Approved: 6-0-0***

4. Board Calendar

a) IVFC Bylaws and Articles of Incorporation: JS and LO summarized the letter from the office of the California Secretary of State requesting minor changes to the submitted Articles of Incorporation. (See copy of letter in the packet). JS will discuss this with T. Tuttle, attorney, and resubmit the Articles to the State for approval and filing when the changes are completed. JS will also ask the attorney whether these minor changes to the Articles will or will not necessitate another vote of approval by the membership. An update to the Board will be reported at the May Board meeting. LO and JS continue to work on the revision of the Bylaws and will meet again prior to the May Board Meeting.

b) Finance Committee/Treasurer's Report: Please refer to the Treasurer's Report in the Board packet. This was reviewed with the Board by KM. KM and GM will present the Board with the changes to the budget at the May Board Meeting. Additionally, KM has been researching the process to administer a loan program through IVFC Investment Shares. This is to have the process in place should we use it in the future. KM had several questions for T. Tuttle which he reviewed with the Board.

c) 2019 Board of Directors Election: LO spoke with Leonor Reyes, Board-Elect, today regarding her ability to serve as a Director. She is unable to determine, for a number of months, whether or not she will be able to perform these duties. She has therefore notified the IVFC Board that she is unable to join the Board at this time.

***Motion to accept the declination of Leonor Reyes to her seat on the IVFC Board and declare her seat now vacant.: LO Second: AC Passed: 6-0-0***

LO will bring the Board Agreement to the May meeting for the annual signatures of the full Board.

LO/JT conducted the Board tabling for April. During the tabling time, a portion of the new Director training took place.

d) Board Officers on Rabobank Accounts: The paperwork with Rabobank will be updated to allow KM to sign on the IVFC accounts. Ann Wisheart, former Director, will be removed from the list.

e) Other Items: The Board discussed the monthly Board tabling. LO opens the discussion with the Board about what we want to emphasize when tabling has no current task (like voting). The Board/GM discussed using the tabling event to promote membership, recruit for the Board, talk about the co-op model, and in so doing, generally promote engagement with the Board. Dates and needs for tabling: While the second Sunday of the month would be a recurring date and easy to schedule, it was thought it might be helpful to periodically switch days of the month in order to reach different shoppers. AC noted that Saturday mornings have more family shoppers. The tabling could be made more enticing for members/shoppers if there was a draw, for example a raffle, coupons, prize wheel and/or a banner reading (as an example) , “What the heck is a co-op?” The Board should have it’s own table for these events. GM will work with the board to create successful tabling events. JS and KM will do the May tabling on Sunday, the 12th.

The Board met in an April Executive Session to brainstorm and streamline ideas for an updated IVFC website. LO will organize these and send a list of the features/functions to the GM prior to the May meeting.

LO had a conversation with the Board president of Fairview Gardens, Matt Buckmaster. He is interested in having the IVFC rent/run the Fairview Gardens farm stand. While this could benefit the IVFC, LO noted that a number of issues and concerns need to be satisfactorily addressed in order for this process to continue. LO will attend the Fairview Gardens June board meeting to discuss the potential project, determine FG Board positions, etc. prior to making a decision. LO will be reporting back to the Board.

5. GM Report: Please refer to the detailed GM report in the Board packet.

**Action Items**: -GM is working with HR regarding the best way to report staffing updates.

-PTO is now a non-cash expense on the budget which removes it from the debt service compliance calculation. We are now in compliance.

-Budget: Overestimated interest of the new loan and of operational expenses. These and other changes to the budget will be presented at the May Board Meeting.

-Discount policy discussions are ongoing, with a 20% worker discount plus 10% Director discount most likely being the largest possible stacked discount.

**Goals**: -Please refer to the written GM report for ongoing progress on the business and marketing plans, community footprint and membership plans.

-The GM is appreciative of the work the Board is doing on the website.

**Staffing Updates:** -Staff numbers and categories were reviewed as well as YTD numbers on staff benefits, discounts, and incentives as outlined in the GM written report.

-GM complimented the HR Manager on her work on utilizing the UCSB Work Study Program. IVFC now has 5 part-time Work Study employees.

-The HR Manager completed the updates to the 2019 Worker Handbook which has now been distributed to employees.

-GM updating the new-hire orientation to include the larger workings of the IVFC and how all positions fit together into our community story. A copy of the First Alternative Food Co-Op New-Hire Orientation Draft was presented as an example of our direction. GM will work on the GM component of the training. The orientation will be presented at the summer all-staff meeting and then in the new-hire training. GM states she will take ownership of this basic education, which aligns with one of the GM goals. IVFC managers will be an integral part of this effort. GM/LO will consider the idea of the Board presenting a governance piece in an all-staff meeting.

**Operations:** -The staff is working on resets. The beer/wine section has been downsized to two cooler doors rather than three, with a focus on local, quality craft beer and wine. This increases food accessibility. IVFC is working with brewers (e.g. Figueroa Mountain) in the local community to share their story. Homewares/wellness will be reset with a goal of aligning with the larger IVFC priorities.

-The phone app that identifies fake IDs has been working well, with a number of fakes caught at the register.

-GM is checking with our insurance about the use of pepper spray which staff will begin carrying. This will be preceded by information and training. The goal is that all workers feel safe and supported in potentially difficult situations in the workplace. It was noted that the Guardians could be a resource and bridge with the homeless community and others.

-Volume purchasing is going well. See full update in packet

**Financial Updates:** -Debt service in compliance for 1st quarter.

-Deli financial are improving, due in part to catering.

-GM advocating new look at payroll percentages/salaries. GM working with HR Manager.

-Early reviews show \$2000 profit in the second quarter. Rainfall affected sales in the 2Q.

-Produce earnings are robust, shattering growth records. CalFresh sales continue to grow.

**NCG Update:** -Although not elected to the NCG Board, the GM is pleased with the experience and appreciates the result. The election was very close.

-GM believes we are on the precipice of running the most successful small co-op in the country. GM is committed to continuing this work.

-NCG is in talks with KeHe to become a secondary distributor option as our UNFI contract is renegotiated in 2021. GM will continue to update the Board on this.

#### 6. Meeting Scheduling:

- a) May Board of Directors meeting: Wednesday, May 15, 2019 at 6:30 p.m. at 970 Embarcadero del Mar, Isla Vista.
- b) May Executive Session: tbd
- c) New Director trainings: GM and JT will complete prior to next meeting.

Meeting end time: 8:15 p.m.

Length of meeting: 1 hour, 40 minutes

Minutes taken by Janet Stich, Corporate Secretary

Minutes approved by the Board of Directors