

THE ISLA VISTA FOOD COOPERATIVE
Board of Directors Meeting Minutes
Wednesday, July 15, 2020
6:30 p.m.
Held by videoconference

Directors Present: Lisa Oglesby (LO), Kent McClard (KM), Janet Stich (JS), Lauren Coiro (LC), Nancy Morales (NM), Jillian Tempesta (JT)

Directors Absent: Jeremy Roark

Staff Present: Melissa Cohen (GM), Ava Churchill (AC), Sarah Maloney (OM)

Owners Present: None

Meeting start time: 6:36 p.m.

1. Approval of Meeting Agenda, July 15, 2020

LO: Add item 5G: "Election Committee Report".

Motion to approve agenda as amended: LO Second: JT Passed: 6-0-0

2. Owner Input and Announcements: GM announced the upcoming Dance Co-Op.

3. Approval of June 17, 2020 Meeting Minutes: The amendments included, JS: Capitalize the word "Black" where appropriate, as it appears in the minutes. GM: Amend sentence in GM Report (Owner Services section) to read, "It is great to see that we still have bulk growing in terms of Owner support". Same section, amend sentence to read, "A member is inactive if not adding any due equity into their equity account." KM: Same section, delete final sentence. GM: In GM Report, sixth sentence of "Financial Updates", change to "Prepayment is authorized because sometimes it takes UCSB a long time to pay and there could be financial difficulties if too many people shop and we haven't been reimbursed yet." NM: Include in minutes our discussion of the IVFC contribution to BLM and the template for the letter to local officials regarding our support for the BLM movement.

The remainder of the changes are punctuation corrections.

Motion to approve the June 17, 2020, Board of Directors Meeting Minutes as amended: LO Second: KM Passed: 6-0-0

4. GM Report: Please refer to the comprehensive written GM Report in the Board packet.

Action Items: The GM was pleased to see three Directors at last IVCN meeting. GM will share information with any other Board member interested in joining the meetings. Further action items will be touched on later in the meeting.

FYE20 GM Goals Reporting: Financially, through May, holding income of over \$170,00. This may drop next month. We came into summer with good income even with higher payroll and lower sales.

Will discuss the Collective Team and document later in the meeting.

Business plan - We will look at this in the August meeting.

Website - With COVID, this is put on hold. Lots of work has been completed on the website with quite a bit more to do, and things have changed. LO: Would like to take some time to revisit Board input and see what is and isn't achievable. Find out what Catapult can support and what the changes will look like. This can be done in the Fall. GM: ECRS is sending down good things (gift cards, etc). If we're patient, we'll have a better product in the end. Also, the IT coordinator will be more available. LO: Will loop back in with Melissa in August and plan from there.

HR/Staffing Updates: GM: A lot of HR work is now focused on COVID, including mental health aspects. AC is doing a great job. Because of her work, we were ready to act when the positive test on one worker came through. The Health Department is happy with our response. LO: I agree. It's great work that the co-op is doing to support workers. HR is going above and beyond. Appreciate the protocol that was done. Any questions about how outreach was done? About protocols? Do we feel comfortable about how things worked and how things might work into the future.? The Board is supportive and appreciates all the work that has been required and done. GM: Will report back with updates as they occur. AC: There is some incongruence between the CDC and the State guidelines. Policy papers tell you to check with the local Health Department. Our local Health Department is taking a more relaxed view on things. Luckily we had a template about what to do regarding isolating people, risk assessment, etc. from other co-ops. We are working on a protocol for getting people back to work. Regarding this, again Federal and State protocols are different. Also, testing to clear people to come back to work is now not as available. We found a local clinic with less of a waiting time. GM: Almost every grocery store has had one or two cases. The store will not be asked to shut down for one or two cases. The work is on containment and isolation. AC: Masks are helpful with this. With our case, we did do a good job. It's now over 14 days since the worker was diagnosed. The Health Department said that if three people got COVID at the same time, it would be considered an outbreak and they would have a Public Health official come in to assess the risk and determine whether or not to close down the store. This hasn't been done yet locally. Now we are making sure all our policies are clear. The Health Department wants us to be sure to talk to employees regarding any positive contact trace. (AC attended an online training last week and actually ended up presenting some of the lesson!) Consensus is out on what one can legally require the employee to do, e.g. get tested, etc. Plan is to update the protocols, share them with Melissa, and with the Board. LC: Are most guidelines coming from the State or a mix of County and State? AC: We are part of HR California. They keep track of the laws and guidelines for individuals. For business practices, there is some documentation. They say to refer to the local Health Department for guidance. Our Health Department is not really clear, referring us to CDC which isn't the same as local.

GM: The security cameras that we have allowed us to do contact tracing of the positive employee. This is a great visual back-up.

The new Operations Manager, Sarah Maloney, started on Monday, June 22nd. Sarah is welcomed by the Board.

Operations: COVID update - The patio outlets have been closed. This is better for shoppers, too, because now they don't have to make the choice of whether or not to sit there, due to pandemic concerns. The wifi that was accessible from the patio has also been turned off.

JT: What if there was an outbreak? GM: If we had to close the co-op with no retail operations, some lost sales could be made up with curbside. I haven't heard of any store having to close all operations. LO: HR is working on a protocol for this. It will be forwarded to us. GM: Yes. Not sure of the timeline on this.

Physical Plant - Most projects are in progress. Good news is that WebCart is now taking EBT for curbside. The big server is mounted on the wall.

LO: Since there was no Finance Committee meeting in June, did GM go through the Capital Budget to see if we're in line? GM: All we've done was budgeted. Can come back in the budget with more hard numbers. All the rest was already there, except the \$9000 for the server for Catapult.

LO: Happy with what I've heard about curbside. Kudos for a great job. GM: Workers doing a great job on this. GM: CalFresh orders have to be picked up in the morning because, by law, the card has to actually be run. Working on the details of this.

Owner services - GM sent the Board the updated active Owner totals. Currently 1,580 with 833 being fully invested. The OM has signed up 4 new owners already. Still seeing strong sales in bulk. Regarding the Points Program, the points are good for one year, month over month. This means some Owner's points will be lost. We are strategizing how to engage our Owners about points. LO: Can points be used for curbside? GM: No. However, in the future, with Catapult, this may be possible. LO: That is great because it would be good if curbside shoppers could have this Owner benefit. GM: Can check with Nico about this.

The "Team Operations Running Agenda" was included in the packet. Teams are an important part of our structure and this gives an idea of what a team would be working on. This is a collective process.

Financial Updates: In the August meeting, we'll have the Finance Report for the 3Q. There will be an August FC meeting and we'll have more information.

June sales were not great, doing the end-of-school dive. PTO cash out was a factor. I'm not sure that June was profitable, however, we did go into the month strong. We will be able to evaluate better when the next numbers come in. We do have a lot of cash in the bank.

Updated reporting: Cash flow - Average \$187,965. High was over \$200,000 in part because UCSB did pay us for the next round of gift cards.

Sales over the past two days almost hit \$10,000. Excellent to see this in the 4th quarter, COVID notwithstanding. Could be over last year. With the adjusted budget for 3rd quarter, we didn't come in that far under budget.

4th quarter refreshed projections - LO-You usually refresh projections. Is that what is happening? GM: Yes. The graph on page 15 of the packet show sales through first 3 weeks of June. The Budgeted vs Actual is based on the reassessment. Having only a -8.7% in sales is quite good, considered a "COVID win."

7: 41: OM left meeting.

See weekly sales information for first week of 4Q in GM report. GM and managers are looking at trends, talking to community. GM feels sales would come under last year by about 3%. We currently have the continuing shoppers and the reduced summer session students. However, even with this, the first weeks look good. There are expenses coming up and we'll be working on more sales and marketing. Now is a wonderful time to keep reminding folks the IVFC is a safe and wonderful place to shop.

The Co-op and GM in the Community: GM was heartened by all the people that used (and the safety measures that were taken at) the move-out food collection event, "Distro", that was hosted by the IVFC

New Board member training: GM would like to coordinate with LO regarding Board training, so there is no overlap.

Break: 7:48 - 7:58 p.m.

5. Board Calendar

a) Strategic Priority - Community Advocacy: LO: Healing Justice/BLM are now taking a pause in receiving donations. This happened just before we were going to donate to them. They will be sending out a communication in the future regarding the most effective places to donate. They suggested we wait to get the information about the relaunch of their plans. This will also be a discussion item at the County Board of Supervisors meeting tomorrow. GM: IVFC got a donation request from NASCO. They are doing Black Equity scholarships. We usually give to their events. We are planning on doing this. Melissa can forward this information on to the Board. Do we want to credit IVFC workers/the Board? This might have more significance.

LO: Has the IVFC Workers for Racial Justice and Equity Committee met since last board meeting? Any update? AC: Yes. The Committee has started a draft letter to the Board eliciting its goals and how it might want to interface with the Board. Events on the ground have prevented an edit of letter. I will follow up regarding Committee engagement and their progress. LO: This could be a Board-level Committee that both workers and the Board could participate in. AC: This may be good. GM: This is important work. With priorities and longer term commitments, there is a unique opportunity for synergy. Whether or not this Committee continues, the workers will have a lot to contribute as to where the money that we may commit would go.

b) IVFC Bylaws: JS/LO are continuing to meet and work on the revision. Nothing to bring back to the Board at this time.

Owner Benefits Policies: LO: I'm still working on Owner benefits. This is on my personal agenda for August meeting.

c) Pandemic Priorities: The Board reviewed the GM's feedback documents to the Pandemic Priorities draft, which were helpful. The Board discussed how to best work with all the moving parts. This may be more of a 2020 update that includes more than the pandemic. Looking forward, the Board is considering a potential rewrite of the Strategic Priorities, possibly after the Owner Meeting. Gathering of input from all the different stakeholders is a long process. We feel the Strategic Priorities are great but could be better.

LO: How do we feel about taking all the great input from everybody? How do we restructure the way we were going to layer the Pandemic Priorities with the Strategic Priorities? Now it's a very interesting process. GM: Agree with this. When received, the work felt like important priorities, not just Pandemic Priorities. Feels great to know that the Strategic Priorities can be taken and moved forward. Really look at what we can be for our community through the lens of the Priorities and the time we are in. The fresh energy is great for us as operators. LO: We worked with a structure of the Strategic Priorities with a pandemic expansion. Perhaps we should update these as 2020 Strategic Priorities (put the date back on). We could put everything in there, not confusing layers. GM: Could have an inclusion or addendum that is specific to the pandemic. Difficult to have this discussion with the Management Team as the Pandemic Priorities were received with no context. JT: For the Board, this was always an iterative process, a back and forth exchange of ideas with the Team. The Board is articulating the vision. AC: Glad the Board took the helm and gave it the first shot. Great to have back and forth. The staff is focused on keeping working and keeping spirits up. Liked editing regarding protecting health. KM: The Board's point was to create an umbrella to basically support what is happening at the co-op. Create the umbrella that will allow whatever needs to happen at the operations level to happen with the support of this Board document. We support rather than dictate what needs to happen. GM: It would be good to know the goal of the document when I present the context of the document. NM: Would it be helpful to find out what kind of feedback we would like from you? GM: It would be helpful for more specific details and context. How will this document be useful?

LO: The next step will be a working group meeting for a Priorities 2020 draft, taking all received input and feedback including fine-tuning in places the Managers had questions about, e.g. operational intent, etc. We will possibly reformat the Pandemic Priorities, generating something that is workable and functional for now. Any interested Managers and Board members can attend. We will need to and organize the best possible roll out. This will be a separate meeting between now and the August Board meeting. As everyone is busy, input can be sent by e-mail.

d) Finance Committee/Treasurer's Report: KM: Not much to report as there was no FC committee meeting June. There will be new financials for the next meeting. LO: Should the FC assume that we will include the Finance Team in the FC meeting? GM: We should still offer it. Many are still interested in this.

e) Owner Engagement Committee: The OEC meeting was Friday. We discussed ways to engage owners at this time. (Bimonthly newsletter, Instagram, cooking challenges, Q&A's, Survey Monkey, physical demos and distanced events, etc.) There could be a Smart Board communication calendar featuring, for instance, the Strategic Priorities, Board profiles, etc. GM, JT, and the marketing coordinator's next step is to put into action items. JT to work on the social media calendar with the Outreach Coordinator. LO: Great meeting. GM: Laid out plan for weekly Board engagement. It's a great idea to tap into social media rather than congregating in the store looking at bulletin boards. LC: Lots of Directors offering to do content.

f) Collective Transition Committee: The Board discussed feedback from the Collective Transition Committee. Management enjoys working in Teams for Collective Management, but would like to pause, for the foreseeable future, the formal transition to a Collective Management Team in which the GM role would be dissolved.

GM: The key people who were part of collective process are working hard in other areas of operations which have been affected by COVID. LO: It is great the Management Team likes running the team model. They have stepped up and the GM has made space for them. Initially four Management Teams were proposed. Is this still the team structure that is being used or is it a smaller subset? GM: The Purchasing/Merchandising committee is very active. The Personnel Committee is still live. The Operations Manager role is now filled and will take on many of the GM duties. There are still decisions to make about the traditional GM Role. This is not exclusive from the Team working together in management. There is opportunity with teams to share the workload. LO: Teams and GM structure do not have to be one or the other. GM: The team structure motivates workers to excel. It's an interesting position to be in as a GM. I am more a group process person. The traditional model didn't provide for this. Then the opportunity came for collective-style management. The current reality is that operations and finance are being run by the GM. The Operations Manager will pick this up. The Management Team wants stronger leadership during COVID. We are in a unique operations position, wanting a strong GM plus a team structure. We are figuring this out. It's difficult with Managers working remotely. Many Managers have had to take on added work with COVID, especially HR. Proud to have navigated it thus far.

LO: In multiple previous meetings, you made it clear that you would like this coming December, your 10-year anniversary as GM, to be the end of your tenure as GM. The pandemic moved us from a place where we were planning on a Collective Management structure that would take on the GM role to now having to reassess the needs of the co-op. This puts us in a place to plan, information gather, and strategize about those needs and move towards hiring another GM. GM: I am not comfortable with this conversation. It's important to have a wider conversation, including the vision of the Managers. LO: Yes. This is what I'm trying to clarify. You had asked about transitioning to another position at the IVFC. There is a lot of possibility there. Right now, knowing the realities of what is coming up, we need to have these conversations. GM: Yes. We need to talk at more detail about structure going forward. The GM and Managers are going to have a dialogue to try to reimagine/reconsider where we are. Keep in mind the progress that has been made. More conversations need to happen around where the IVFC, the team and GM are. The Management Team hasn't been able to continue to plan because of COVID. LO: I would like to attend the meeting that the Management Team has about this, to be well-informed on what the MT thinks and what the timeline might be. The Board is looking for their input and we need to have time to plan accordingly. We can talk about that. It is good that you are thinking about the meeting to recalibrate where we are. GM: It is important for the Operations Manager to land on her feet and be able to participate as well, to consider her in the timeline. It's interesting with the IVFC as we don't know what the future will look like with UCSB, how it will affect us. There are many layers with the decision-making process.

g) Election Committee Report:

Motion to formally accept the results of the Election Committee Report: JT Second: LO Passed: 6-0-0

6. Meeting Scheduling:

- a) August Board of Directors Meeting: Wednesday, August 19, 2020 at 6:30 p.m.
- b) August Executive Session: Possible July 29th.

Meeting adjourned: 9:06 p.m.

*Minutes taken by Janet Stich, Corporate Secretary
Minutes approved by the Board of Directors*