

**THE ISLA VISTA FOOD COOPERATIVE**  
**Board of Directors Meeting Minutes**  
**April 20, 2022**  
Held online via Zoom

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Directors Present: Lisa Oglesby (LO), Kent McClard (KM), Cody Nun (CN), Janet Stich (JS), Raphael Chinchilla (RC), Julia Barbosa (JB)

Directors Absent: Jillian Tempesta

Staff Present: Hernan Cornejo

Co-op Owners and community members present: Matt Richards, Erich Schug, Arthur Kennedy

*Meeting start time: 6:32pm*

1. Approval of Agenda for April 20, 2022

***Motion: To approve the agenda as presented in the packet. LO/RC, 5-0-0***

2. Owner Input & Announcements

LO: The IVFC will be celebrating 50 years in Isla Vista with a party in Anisq'Oyo Park on 4/30 from 3-8pm. The event is co-sponsored by IVRPD and is a part of their summer concert series. There will be co-op food and refreshments, welcome and thank you to our owners and supporters, and booths from community partners.

Matt Richards: Expressed concern that the footprint of the new water machine may cover up some of the community bulletin boards. LO: Yes, the bulletin boards will need to be reduced or reconfigured. MR: Suggested that co-op specific signage be reduced in order to ensure more space for public announcements.

3. Approval of March 16, 2022 Board meeting minutes

***Motion: To approve March 2022 meeting minutes as presented in the packet. LO/RC, 5-0-0***

4a. Board Calendar & Reporting: 2022 Board of Directors Election Committee Report

The Election Committee submitted a report to the Board, noting that the 2022 election did not reach quorum. Suggestions for next year's election include returning to a paper ballot option, having an Active Owner list available to election tabling to ensure people have their correct information, and having staff/cashiers provide more material support of the election in their customer interaction. The EC suggested the Board fill the vacancies on the Board with the 2 candidates in accordance with section 8.5.3 of the IVFC bylaws.

***Motion: To accept the written report provided by the Election Committee and to seat Julia Barbosa and Lisa Oglesby into the 2022 (Group 2) IVFC Board term. RC/CN, 4-0-1 LO).***

***Motion: To seat Jillian Tempesta into the Group 1 vacancy (with 1 year of the term remaining) on the IVFC Board of Directors. RC/JB, 4-0-0***

Retiring directors Janet Stich and Kent McClard were thanked for their years of service to the co-op. Their contributions to the Board have been invaluable to the growth, knowledge, and output of the Board.

6:55pm – Janet Stich leaves.

4b. Board Calendar & Reporting: Start of Term Protocol: Board Officers

***Motion: To confirm Lisa Oglesby as Board President, Raphael Chinchilla as Board Treasurer, and Jillian Tempesta as Board Secretary, effective April 20, 2022. JB/CN, 4-0-0***

4c. Board Calendar & Reporting: Start of Term Protocol: Updates to bank account

***Motion: “To remove Kent McClard and Janet Stich from all IVFC Mechanics Bank accounts, and to add Raphael Chinchilla as Board Treasurer and Jillian Tempesta as Board Secretary to all IVFC Mechanics Bank accounts. This change is effective April 21, 2022.” LO/RC, 4-0-0***

***Motion: “To remove Allison Baymiller as a staff check signer from the IVFC Mechanics Bank account, and to add Sophia Hermoso as a staff check signer on the IVFC Mechanics Bank account.” LO/JB, 4-0-0***

7:01pm – Raphael Chinchilla leaves [This leaves 3 Directors at the meeting, so the Board does not have the required number of Directors to do Board business. The meeting continues as an information meeting only.]

4d. Board Calendar & Reporting: 2022 Board Agreement

The Board Agreement will be approved by email motion and then sent out to sign over DocuSign.

7:07pm – Eric Schug leaves

4e. Board Calendar & Reporting: Finance Committee/Treasurer’s Report

KM provided the interim Income Snapshot for March 2022 and 2Q22 along with his written report. He has contacted our CPA regarding the loan origination fees on the Balance Sheet, the Board President and GM are also included on the email thread. KM will be training the incoming Board Treasurer next month, will also update Board Treasurer email and QBO logins.

4f. Board Calendar & Reporting: Owner Engagement Committee Report

No update at this meeting.

4g. Board Calendar & Reporting: IVFC Bylaws Committee Report

No update at this meeting.

*7:12pm – Hernan Cornejo arrives*

5. GM Reporting

*Sales:* March was a good month except for Spring Break, though comparable to the week 2 years ago. Net income is \$29,423 despite increased expenses and repairs. Prices are on the rise, but our pricing and adjustments are holding. Deli, bulk – record sales in most departments. Frozen suffering because of cooler repairs. Beer & Wine is growing.

*7:15pm – Arthur Kennedy arrives*

*Staffing:* LO requested metrics for turnover to be included in future GM reporting. GM notes that our metrics for turnover are comparable to standards in retail, especially with student populations, though our student turnover may be higher. We are trying to hire more non-students to help reduce turnover. Over the past year we lost a little less than the entire crew (20 people). Paychex migration complete as of this week.

*7:17pm – Julia Barbosa leaves (to reset router)*

New hires for Marketing and Outreach positions. Marketing will focus on improving our e-commerce and comprehensive social media strategy. Outreach will focus on having more events (goal is 1 per week). Team will work together to grow our shopper base. 50th anniversary celebration promotions are going out. NCG mailer coupons are getting mailed soon, cashiers have been made aware and are encouraged to do more to get those shoppers to join as Owners.

*7:25pm – Julia Barbosa returns*

LO & GM discussed the functionality of Catapult being able to take equity payments through webcart. GM will look into it. POS Manager will evaluate Clover as an option if we want to switch from the outdated Catapult system.

*Repairs:* Water machine has been ordered and is 3 weeks out from delivery. Second half of store floors to be scrubbed and polished this Friday. The 2 new condensers for freezer should keep us from having any issues for a while.

*SCE:* To hook the co-op up with the 3 phase power supply, SCE requires that we trench 550 feet (by 3 feet wide) on the street from IV Market to our curb. We will also need a transformer and convertor where the bike racks are. This will require permits from IV, SB County, and the CA Coastal Commission. *GM:* Unless we receive a grant, there is no way we can do this because the cost is nearly \$100k. Will likely have a force majeure to default on the bailer agreement. *LO:* We should reach out to our community partners for support and to see if they are interested in getting 3 phase at other locations. *IVRPD* had expressed interest in an industrial composter, which would also need 3 phase power. *GM:* Yes, as would electric car chargers, or perhaps something beneficial to the IV Community Center.

Summer hours: Current plan is to be open 10am-9pm. At the expected \$55k sales per week in the summer we would mostly break even with perhaps a bit of profit.

*MR:* The produce cooler has been making noise again. *GM:* The fans were repaired 2 weeks ago, a new noise could be another issue, perhaps ice buildup causing evaporator to run more often. *GM* will look into it.

*ES:* Are the details about the power project in the minutes? *LO:* Yes.

#### 6. Upcoming Meetings

Any meetings that are TBD will be scheduled over email.

*8:27pm – Open meeting complete.*

#### 7. Closed Session

*GM and Board enter Closed Session.*

*8:30pm – meeting adjourned*

*Minutes taken by Lisa Oglesby, Board President.*

*Minutes approved by the Board of Directors, May 18, 2022.*