

**THE ISLA VISTA FOOD COOPERATIVE**  
**Board of Directors Meeting Minutes**  
**Wednesday, March 18, 2020 at 6:30 p.m.**  
Held by video conferencing

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

Directors absent: Mile DiPeri (MD)

Staff present: Melissa Cohen (MC), Nicole White (NW)

Owners present: Nancy Morales (NM), Eric Shugg

Meeting begins: 6:34 p.m.

1. Approval of Meeting Agenda for March 18, 2020

LO: Change location of meeting to "video conferencing".

***Motion to approve agenda as amended: LO Second: JT Passed: 5-0-0***

2. Board Candidate Welcome and Introduction: JT introduced Board candidate Nancy Morales who was in attendance at the meeting via Zoom. NM gave the Board a brief synopsis of her background and interest in becoming a Board member. Owner Eric Shugg introduced himself. He has an interest in potentially running for a Board seat in the future.

3. Owner Input and Announcements: None at this time.

4. Approval of February 19, 2020, Board of Directors Meeting minutes

***Motion to approve minutes as presented: LO Second: JS Passed: 5-0-0***

5. Board Calendar

a) IVFC Bylaws: Revision of the bylaws is ongoing by JS/LO.

b) Finance Committee/Treasurer's Report: Please refer to the written Treasurer Report in the Board packet. KM noted that the report was composed prior to the effects of COVID-19 and the closure of UCSB. KM states that the IVFC 1Q financials are much better in FY20 than FY19. Of significance is the personnel cost percentage which is 23.99%. Great work is being done thus far this year.

c) Owner Engagement Committee: JT combines reporting on the OEC with the Board of Directors Election. Please see item d).

d) 2020 Board of Directors Election: JT: Planning for the election continues, although due to COVID-19, there has been a disruption in the usual election protocol. Due to social distancing efforts, in-person election events including the Candidate Convergence and Board tabling have been cancelled. Additionally, no postcards are currently planned to be sent. The Board discussed the number of candidates on the ballot. Owners that had previously thought they would run in this election have now decided not to do so. In light of this, the following motion was made:

***I move to reverse the February, 2020, motion to put a vote to the ownership asking to approve increasing Board seats from 7 to 9: JT Second: LO Approved: 5-0-0***

The Board continued to discuss options for continuing with the election process. Ideas put forward included extending the election cycle, using the outside bulletin board for election information and having a greater online presence about the election and for voting. The Election Committee will also work to increase accessibility for owners to vote who may not have access to the online option. JT will be monitoring this. NM: Would it be valid to contact owners by phone and then record their vote?

GM: Due to the increased demands of dealing with COVID-19 and store operations, the GM will have less time than in previous years to devote to the election. The plan is for JT to forward to the GM pertinent dates surrounding the election as well as exactly what her responsibilities will be in the process. JT and GM will discuss this in the near future. Election material will be in the e-news and on the website.

***Motion to extend the 2020 Board election voting through April 30, 2020, and to authorize the Election Committee to adjust election voting protocols to maintain safety for the store: LO  
Second: JT Approved: 5-0-0***

The following motion was made and approved via e-mail in the interim between the February and March IVFC Board meeting. It is recorded below:

***I move to approve the ballot language for the 2020 Board of Directors election: LO Second: JT  
Approved: 5-0-0.***

***2020 Isla Vista Food Cooperative Board of Directors Election Ballot  
Election dates: March 21 through April 4, 2020***

***Full Owner Name: \_\_\_\_\_  
Owner Number\*: \_\_\_\_\_***

***\*Your owner number is the six-digits located on the back of your co-op card and at the bottom of your receipt.***

***Only ballots with both the full Owner name and Owner number are valid.***

***One vote per Owner.***

***You can also vote online: <https://www.surveymonkey.com/r/ivfoodcoop2020election>***

***The IVFC Board of Directors crafts long term planning for the co-op's vision and provides fiscal oversight of the business. The Board represents the Ownership, which serves a crucial function in the cooperative. There are currently four open seats on the seven-seat Board; four members are running to fill those seats.***

***Please vote for up to FOUR candidates to serve on your Board of Directors.***

***Check the box next to the name of the candidate you would like to select:***

- Lauren Coiro***
- Nancy Morales***
- Lisa Oglesby***
- Jereny Roark***

e) Collective Transition Committee Discussion: AC: While the CM Transition team did not meet this week, it is planned to meet every week via teleconference. LO: The Board is still reviewing their draft response to the Collective Transition Committee. LO will e-mail the Board to follow up on this.

f) NCG Member Agreement: After a brief discussion, the following motion was made:

***Motion to authorize Melissa Cohen as the Isla Vista Food Cooperative's designated representative to the NCG and to sign and abide by the NCG member agreement on behalf of the IVFC: LO Second: JT Approved: 5-0-0***

LO docu-signed the agreement once the motion passed, and the GM will docs-sign the NCG agreement once that goes through.

g) New Director Protocols: A draft of the Isla Vista Food Cooperative Board of Directors Start of Term Protocol was included in the Board packet. The Board will provide LO with feedback on the draft prior to the April Board meeting.

## 6. GM Report

a) Monitoring Reports: The monitoring reports are currently delayed. The GM has been working on the IVFC Pandemic Response Plan with the Management Team. The template for the plan was received from the Davis Food Cooperative. The finished IVFC plan has been approved by the Managers and a copy has been provided to the Board. The GM states this has provided good structure for the staff. The plan describes various severities/responses. LO-Which severity are we in? GM-Could be approaching "high severity". The GM is constantly tracking the level. AC-There is a line by line sanitation process. Cleaning procedures are outlined and scheduled for specific times in the co-op, even up to hour-to-hour. HR is currently working on a protocol for social distancing and staff gives reminders over the PA system when it is busy. As of now, there are no staffing issues, although some staff are out sick with colds. These staff will need a doctor's clearance to return to work. There have been no COVID-19 cases to date among IVFC workers. GM-We are also developing systems for phone ordering and curbside pickup. The GM has also made remote logins more available and a number of managers are working offsite. GM-The food bank at UCSB may not re-open for Spring quarter. Through our partnership with UCSB, \$30,000 worth of IVFC gift cards were purchased (\$50 increments to be distributed to 600 students this week).

b) 2020 Business Plan: The GM will send the business plan, approved by the managers, to the Board. We will see how feasible it is to accomplish the plan in this new timeline.

c) IVFC Website: Decisions regarding the website have been delayed due to COVID-19-related work. GM will decide where to put the website on the priority list. LO will discuss the decisions regarding costs, etc. with the GM over e-mail. This will be brought to the Board for direction moving forward.

d) 1Q Budget vs. Actual Report: First quarter financials were strong and improved over than last year. We were substantially under budget in numerous areas including deli, personnel, and others, while numbers elsewhere were in alignment with the budget. Operating budget was a hair over (\$60). Coming into March, the profit on paper is almost \$100,000. If in April, May and June, the student population drops significantly, the budget will have to be rewritten with different sales projections. We will need to plan for various scenarios.

GM: The meal combo program (the shopper receives 10% off if purchasing a 3-item combo) has been wildly successful.

KM: The Treasurer Report includes the 1Q plus one month as opposed to the material in the packet which ends with the 1Q. The formula error in the budget that the GM discovered has been fixed and the version in the Board packet is the updated one (showing the correct new profit on the P&L for FY20).

***Motion to approve the correction to the FY20 Budget P&L to show a net profit of \$64,032.94. All future references to the FY20 Budget should be to this corrected version: LO Second: KM Approved: 5-0-0***

GM reports that, based on a recent poll, up to one-half of the students may not be coming back to UCSB for Spring and Summer quarters. We will have to see how this plays out. Currently sales are holding up and growth is increasing. Shoppers coming in from outside the IV community are increasing. KM-Perhaps more people will be shopping as the restaurants are closed. GM-Plans are still in place to encourage new ownership in April through June as well as future strategies to have lapsed members rejoin.

The owner points Balance Report was briefly reviewed. GM states the program is still being monitored and evaluated. A cap on the total point balance may be considered.

7. Meeting Scheduling

- a) April Board of Directors' Meeting: Wednesday, April 15, 2020 at 6:30 pm, via teleconference..
- b) April Executive Session: tbd

Meeting adjourned: 8:18 p.m.

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