

THE ISLA VISTA FOOD COOPERATIVE
Board of Directors Meeting Minutes
Wednesday, August 19, 2020, at 6:30 p.m.
Held by videoconference

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

Directors Absent: Nancy Morales, Jeremy Roark

Staff Present: Melissa Cohen (MC), Steve Snyder (SS)

Owners Present: Rebecca Waldorf

Meeting start time: 6:38 p.m.

1. Approval of Board of Directors Meeting Agenda for August 19, 2020:

LO: Add 4b-STEP grant discussion. JS: Change date of next Board meeting to September 16, 2020.

***Motion to approve the Board of Directors Meeting Agenda for August 19, 2020 as amended: LO
Second:KM Passed: 5-0-0***

2. Owner Input and Announcements: LO: Elementary and high schools have started remotely this week. How will this affect the community element to co-op shopping? There could be more snacks purchased. The IVYP is helping to make sure kids have someplace to go if their parents are essential workers.

GM: Aware of the County report of IV being a COVID hotspot. We are discussing refreshed messaging to support a new way of thinking about what is happening. Could be better to lean into engagement in what the best version of going out and having fun is. The community members working with Our Beloved Community are discussing these ideas, including working with it, not against it. LO: The IVCS D is also doing good work on this.

3. Approval of the July 15, 2020, Board of Directors Meeting minutes:

GM: In the GM report (Pg. 4, paragraph 3), in answer to a question from LO, please insert the word "Yes", as the answer. Put this just prior to discussing the graph. On Pg. 6-last paragraph (Collective Transition Committee Report), add the word "operations" after the word "unique" in the sentence, "We are all in a unique position, wanting a strong GM.....". On Page 7, same section, delete the 13th sentence (after GM states: "Yes. We need to talk at more detail about structure going forward.") The remainder of the changes were minor punctuation changes and one typographical error.

***Motion to approve the July 15, 2020, Board of Directors Meeting minutes as amended:LO
Second:JT Passed:5-0-0***

4a. General Manager's Monitoring Reports: Please see the detailed, written GM report included in the Board packet. The Board and GM will focus on any questions from the Board on items included in the report as the Board had the opportunity to review the GM report before the meeting.

Action Items from previous month: LO: Regarding a potential to receive equity payments online. POS is tracking this and will get back to Board? GM: Yes. And gift cards online can most likely be done with WebCart.

LO: In working with calendar, will the Board see a draft of budget in late September? GM: The FC should receive a budget by August and also a draft Business Plan at the September meeting.

LO: What is the timeline for the Business Plan? GM: It's a continuous process. The idea is to build it out in a smart way. SS: It's not about what we should do, it's about what we can do. GM: The Plan will align with things that are already happening.

FYE20 GM Goals Reporting: Collective Team Management - LO: Would like to figure out and hear from the Management Team on how best the Board can engage with them about their thinking on and perspective on the potential of Collective Management (CM), understanding they do not have time for it now. There is a lot of work to implement, and if this is coming back, it would be good to have an agreed upon potential timeline. Or, alternatively, understand that there is no way this will come back under the pandemic. GM: Right now, it's a hard "No" from the team during the Pandemic. Would like to approach this post pandemic. LO: What are our bigger projects that are on the horizon? That is, beyond this calendar year. A timeline would give us the best chance for success. It would not necessarily be that we want CM right after the pandemic ends. KM: I was under the impression this was gone and we weren't going to pursue this further. GM: It may not be a forever thing that it's gone. LO: I was thinking that we would get something from the Team. GM: You could write me a letter requesting the Team write a letter. GM: I can also bring it up in the Manager's meeting. and get the clarity you would like. SS: We have discussed in Management meetings, as well as amongst ourselves in less formal settings, how we may be moving forward as far as the CM piece goes. The most useful thing we can do is not lose the Team Management structure. It is amazingly useful. We will continue to work with this. As far as moving onward with writing and setting up the legal structure of a CM, I feel we can approach that again at some point in time, but we have to get to a place with a little more certainty than one week. When we are beyond that we can talk again about establishing a legal structure of a CM. I can't guess when we can get more certainty on this.

Operationally speaking: COVID updates: LO: The problem with customers not adhering to posted policies is because masks are not being used? GM: Yes. Our HR Manager is coming back from vacation and we will work on this policy. I can put the protocol in the next packet and mail it out. LO: It is good for Board to have an idea of what employees have to do, so we can be supportive should the situation arise. GM: If any Board member sees difficulties please contact the manager. KM: As an anecdote, I saw a guy and his young son disregard the sanitizer and masks coming in, and wouldn't comply when the staff asked them to put masks on. I can see it's a terrible situation. GM: We are working on a customer mask and sanitizing script. The IVFC is allowed to have a policy. I've ordered 250 GM business cards to be handed out as necessary to customers with issues or questions. Using the intercom is a good back up. We can use positive communication. The Operations Manager (OM) is making sure that workers report problems like this so we can address them.

JT: Why were increased security measures worked on? GM: It was just time to get it done, not a specific incident. The OM is in training on these.

Financial Updates: JS: With the PPP loan, the recipients have to apply for forgiveness? GM: Yes. The last word was that applications could be sent but the NCB says to be patient. It will take six to eight weeks to report back on the application. KM: Even though the application time is open, it is only for the lenders. The NCB will dictate when it's time to apply.

GM: See Pg. 17 of the Board packet, "Budget vs. Actual P&L Report" from last quarter. This is a new format, hopefully easy to read.

The actual trends in sales are higher now. 4Q numbers are based on bold projections. Now we are running about 7.5% above the projections and 4% over last year. As far as 3Q goes, we got lucky coming into June and held on to a lot of the profit we had. Feel free to email any questions to me.

LO: Because 2Q was so strong, year-to-date numbers are still good. It will be interesting to see 4Q because it is generally a slow quarter. GM: Now we are up almost 5% over last year. SBCC starts next week. We'll see what this brings to the store.

GM: The IVFC is in loan compliance.. We've now had several quarters of compliance.

GM: Encourages the Board to consider posts on FB regarding shopping at the IVFC. LO: Many different types of social media. The biggest bang for the buck is probably FB. FB ads link to Instagram. GM will report back on how many FB/IG users then order from the IVFC.

Rebecca Waldorf leaves meeting: 8:00 pm

4b. STEP Grant: LO: The STEP grant process began with the GM and LO getting an email from the IVCS D requesting the IVFC become a Community Partner in their application for this grant involving transportation improvements in Isla Vista. We need to have a conversation about how we engage, organize our engagement and what the rules are. GM: Want clarity in the roles and structure. We've never been in a moment where partner-based community work has had Board personnel involved in community work. Confused about how it would move forward. LO: Most community work is operationally based and the GM is the best person to be on these projects. There is a lot of overlap between how a GM and a Board member could interface on some community projects. There is no role for governance if it is operational. The IVCS D came to us. I identified it as way we could be involved with a little overlap but with a separation of roles. The letter of support has to be turned in tomorrow, however everything else about the timeline is okay, as nothing will begin until at least October, 2021. If the IVCS D is awarded the grant, they would get the money in June, 2021. I can see how this can be governance and operational so there needs to be cohesion between who is at what meeting. The GM of the IVCS D said both could attend. There may be pieces that involve resources that only the GM would attend. The Board continued to discuss this issue. GM: As it's the first time, we need to be clear about how it's to work effectively and be clear about our approach. LO: If we signed on, we can do collective work with the GM about what meetings are best for whom and how we will structure it. JT: The level of commitment for the IVFC is different between the STEP document and what the IVCS D is proposing. It could be an opportunity to reach more potential owners by increasing transportation opportunities. There could be a role for the Board at that table. Don't see it as an either/or situation. I've done grants where support was necessary. I'm curious about what importance our letter will play in the grant package as a whole. Can we sign the letter of support and then work with the IVCS D GM on an ongoing basis? Can we scale it up or down? The Board/GM discussed the expectations and commitments of being a community partner in the grant. JT: Looking at the bullet points in the letter, it doesn't seem the application is asking us to commit to any specific amount of time. Then, LO, GM and Board reviewed the support letter template, including the yellow portions showing potential IVFC actions as a partner. LO: Come June, if we're unable to do those things, we will let the IVCS D know. GM: I can send the support letter over tomorrow. If we're saying yes to this, the leadership team will have to figure out how to weave this in if the grant comes through. Put it on the radar and keep it in the planning thoughts. LO: It's a great idea. If we feel like the language in the letter is comfortable, we can flush out the yellow portion and sign it as appropriate. GM: Good. Revise the yellow parts and have all the Directors sign the letter.

Break: 8:02 pm to 8:12 pm

8:12 pm: SS left meeting.

The Board reviewed the support letter and contributed edits which were incorporated. The Board will send their signatures to the GM by e-mail which she will apply to the letter and then send it off to the IVCS.

***Motion to approve the community partner letter of support for the STEP grant program: LO
Second: JT Passed: 5-0-0***

5. Board Calendar

a) Strategic Priority: Community Advocacy: The Board discussed participation in the Abolitionist Project. The Board had wanted to rotate members each month who would then report back to the Board. However, the program requires each participant to register on their own for the full six month course. Do we still want to do it and have a point person and see how it goes? It would be helpful to join as the themes of the books will be talked about through the lens of cooperatives. LC: Interested. Would like to do the next one and report back. LO: Will contact Columinate to find out if we can join one class. LO: I will follow up with the IVFC Workers for Racial Justice and Equity Committee for the September meeting.

b) IVFC Bylaws: Work is ongoing. May be bringing back items to the Board to discuss in the coming meetings.

c) 2020-2021 Expansion to Strategic Priorities: LO: Sent email today to respond to the Managers' input. LO integrated their suggestions. Reviewed by Board and GM.

Motion to approve the Isla Vista Food Cooperative 2020-2021 Expansion to the Strategic Priorities, Meeting the Moment document: LO Second: LC Passed: 5-0-0

LO will make a clean copy of this and send it to the GM and Secretary tomorrow.

d) Finance Committee/Treasurer's Report: KM: The only addition I have to the report is that normally, according to the Financial Reporting Policy, we would get a draft budget by end of July. Per GM request, we agreed to push out the deadline for this.

The Board reviewed the proposed PPP Loan Funds Policy included in the Board packet. LO: Forgiveness will come at some point. This policy is for the interim between the award the loan and it's forgiveness.

Motion to approve the PPP Loan Funds Policy as presented: LO Second; KM Passed 5-0-0

e) Owner Engagement Committee: JT: Great conversation in last meeting where we sketched out ideas and and took them to the GM and the Marketing Manager. We are working to share Board profiles with Social Media etc. Please get pictures and answers to e-mailed questions by Sunday. Board members can update their candidate statement as desired. GM: We have the templates done. Now it's more about the photos looking right. Will start profiles in tomorrow's E-news and perhaps will stagger more over the next week or so.

f) GM Evaluation Committee: The committee members are LO, LC, JS. The committee scheduled a meeting (8/26 at 1 p.m.) to go over particulars about goals, parameters, and timeline. This year expanding out to committee form. LO will send out the meeting notification and ZOOM link. GM: Would like to propose fresh start and conversation as held both the GM role and the CM transition role. LO: Suggest committee meet with GM and report back to the Board about the input. What the changes are, how it is different. Goal is to make sure the evaluation is appropriate. Historically we have had the necessary components and then added in other pieces. JT: We can discuss in closed session.

6) Meeting Scheduling

- a) September Board of Director's Meeting: Wednesday, September 16, 2020, 6:30 p.m.
- b) August Executive Session: tbd

Meeting end time: 9:28 p.m.

Minutes taken by Janet Stich, Corporate Secretary
Minutes approved by the Board of Directors
Meeting held by videoconference due to Covid-19