

THE ISLA VISTA FOOD COOPERATIVE
Board of Director Meeting Minutes
Wednesday, February 19, 2020 at 6:30 p.m.
Held at 970 Embarcadero Community Room, Isla Vista

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

Directors Absent: Miles DiPeri (MD)

Staff Present: Melissa Cohen, General Manager (GM), Steve Snyder (SS), George Boulos (GB), Dana Hurt (DH)

Members Present: Jeremy Roark (JR)

Meeting Start Time: 6:42 p.m.

1. Approval of Meeting Agenda for February 19, 2020

Under "Meeting Scheduling", change the date of the March Board of Directors meeting to March 18, 2020.

Motion to approve the meeting agenda for February 19, 2020, as amended: LO Second: KM Passed: 5-0-0

2. Board Candidate Welcome and Introduction: JT introduced Board nominee, Jeremy Roark to the Board.

3. Owner Input and Announcements: LO: John Steinman, author of the book Grocery Story, is starting webinar seminars on the subject of educating co-ops on how to better operate. LO will follow up on this and will forward information to the Board.

4. Approval of January 15, 2020 Board of Director Meeting Minutes:

KM: In the Finance Committee/Treasurer's Report, clarify that it is the FC that will report back to the Board about the cost of consulting T. Tuttle regarding preferred shares. Delete the sentence stating that the GM will follow up on this.

Typo will be corrected in the Bylaws section.

Motion to approve the January 15, 2020, Board of Director Meeting Minutes as amended: LO Second: AC Passed: 5-0-0

5. Board Calendar

a. IVFC Bylaws: "Member" vs "Owner" terminology: LO reported she read through the NCG Consumer Research 2018 document the GM had recommended for this information, however the details of the preferred term was not there. The terms "owner", "non-owner shopper", and "potential shopper" were used in the document with no data clarifying why those were chosen.

IVFC Owner Cards and New Member Documents: Examples of the new member card and join form are provided in the Board packet. The disclosure statement regarding access to the IVFC Articles and Bylaws will be printed on the card.

Motion to approve the join form and updated owner card text as presented in the Board packet: LO Second: AC Passed: 5-0-0

b. Finance Committee/Treasurer's Report: KM reports that the next FC meeting will be held a week from Monday. The main Treasurer's Report will be forthcoming after the meeting. As an update, the financials to date look good. Budget vs actual numbers are being monitored.

Whether or not the amended IVFC bylaws will include requiring a California address to join was discussed. The Board would like to have a policy where no one is excluded, however, KM will follow up with T. Tuttle regarding her recommendations based on cooperative and federal law as pertains to a preferred share program.

Signer on the bank account: Tyler Marton is no longer an IVFC employee. He will be taken off of the list of those that can sign checks on the IVFC bank account. The bank will need an approved version of the minutes in order to change this.

Motion to remove Tyler Marton from IVFC bank account at Mechanics Bank: LO Second: JT Passed: 5-0-0

c. Owner Engagement Committee: JT: The OEC and Election Committee reports will be rolled into one. There have been six candidates that have submitted for the four open Board seats. JT (and the Board) is very excited about the turnout. Suggests, given the quality of the candidates, that the IVFC Board expand the Board membership from 7 seats to 9 seats. LO: In the bylaws, the number of Board members is to be set by the Board. In the the Articles, the number is approved by the IVFC membership. Board discussion ensued. LO: If the Board wants to expand it's number, a motion could be made to add this as a question on the Board election ballot, e.g. "Does the membership approve changing number of Directors from 7 to 9?" If the membership votes to decline the expansion of the Board, then straight voting will determine the winners of the Board election. If the Board expands to 9, it will need to have 5 directors present at meetings for a quorum.

The Board discussed the idea of a "Director in Training" position for students interested in running for the Board, who may find difficulty fitting Board duties into their busy educational schedule. While there is not time to develop this idea for the current election, the Board could work toward this as a goal in 2021.

GM: When creating the sample ballot, put the expansion of the Board first to get the interest in the election heightened. Vote to get more diversity on the Board etc. This is a good way to market it.

JT provided a sample ballot for the Board to review. A language change from "member" to "owner" was suggested.

Motion to have the IVFC membership vote to increase the Board seats from 7 to 9 on the 2020 election ballot: JT Second: KM Passed: 4-0-1 Abstain: LO (LO is on ballot)

d. 2020 Board of Directors Election: See above, OEC Committee report.

e. Collective Transition Committee Report: A number of the committee were present at the Board meeting. Prior to tonight's meeting the CM Committee sent the Board a cover letter explaining process and the progress made by the committee thus far. The Committee would like a vote of confidence from the Board to move forward with the Collective Management formation process. The CM team invited Board members to join their meeting next Tuesday. At that meeting, the Board could have a Q & A with the team. LO: It would be good for the Board to have Executive Session on this in order to do a deeper dive into the information provided. This would allow the Board to provide good feedback to the Management Team.

Preliminary questions and comments were asked of and given to the CM team. The Board is very impressed and very supportive of the work done to date on the development of a Collective Management model for the IVFC and commended the work of the team.

GM: Working with the committee on this has been a profound experience and am grateful for working relationships.

LO: This will provide greater sustainability, greater cooperation, and a better Board. The staff is harnessing something special.

Motion that the Board officially support the continuation of the process toward Collective Management: LO Second: JT Passed: 5-0-0.

LO will send out an e-mail to get questions from the Board to bring to the meeting.

AC: Acknowledged the work of the POS/IT manager. The facilitator, vibe-keeper, and time-keeper of the CM transition team meetings were present at the Board meeting and were acknowledged as well.

SS: We will need to have deep conversation about role of the Board in relation to the team. This will be on the next agenda of the CM Committee. This can be powerful and useful to owners, the Board, and workers if we design it well at the outset.

8:00 p.m: GB leaves.

8:03 pm: JR leaves

f. GM Compensation Document: The Board noted that this has been approved through March, 2020. See GM Report section of these minutes.

g. IVFC Website Upgrade: Please refer to the brief synopsis in Board Calendar/Board packet. This will also be covered in the GM report

h. IVFC Strategic Priorities: See page 12 of the Board packet. LO gave the Board a history of planning documents. Looking at our current Strategic Priorities, do they continue to be relevant and reflect our values? The IVFC Strategic Priorities document is dated through 2019. LO: The Board can bring this to the Collective Committee for feedback. See if the priorities are relevant to them and to their mission. GM/JS: While the current Strategic Priorities are relevant, it is still important to take up visioning. We can make it a function of OEC to garner ideas. SS: The Strategic Priorities will direct policies coming up in the future. GM: Has been utilizing the Strategic Priorities for important decisions that need to be made. This has been a defining document. LO: Recommend retaining the Strategic Priorities and taking the dates off of the document. SS: Appreciates one thing remaining stable for some period of time (during this time of transition).

6. GM Report:

Action Items from previous Month: The GM provided the Board with an outline of how her work hours are broken down over a week or month. Please refer to the Board packet for this. The first page is the context of how the GM looks at the job, how the monitoring report is used to see the focus of work for a particular time period (e.g. financial). Next, the document breaks out how the GM spent that week. Each week, of course, is individual depending on meetings/ followups, etc. LO: How are you feeling about being confined to an approximate 40 hour work week? Is prioritizing more or less challenging than expected.? How does it work for work style, demands of job.? GM: Do not like watching the clock. GM usually works in a flow state. Now needs to pull back and structure.

Sees benefits of this, although it can be difficult. It is hard knowing what her human capacity is, in that it is not being fully utilized in 40 hours. Sometimes while the law requires her to stop, it is hard to. GM does like non-exempt. She is defining what is work and what is not work, e.g. reading about Boards, etc. at home after clocking out. Overall, however, it has been working. (Relief combined with some stress. Harder in some ways and easier in some ways.) KM: Do you feel you can complete the GM duties in a 40 hour work week.? GM: With the CM getting off the ground, there has been some distribution of jobs that the GM has previously done. Let's check back after a bit more time. AC: With my same situation, I did have to learn to prioritize. It is a process of adjustment. May be different now with the book keeper back. Will see how it feels after more time goes by.

Motion to re-approve the IVFC GM Compensation Item B document, as presented in the packet , through June 1 2020: LO Second: JS Passed: 5-0-0

Website upgrade: GM- Please refer to POS website upgrade report in GM section of of the Board packet. The three items the Board wanted to prioritize on the website are difficult to achieve. The Board discussed a possible workaround until we get the software necessary to do #s 1, 2 and 9 on the Board list for the website. LO: Appreciates this information on website. The Board will set aside time at next Board meeting to talk about what matters and what financial commitment we want to possibly want to make to do it through Catapult. (\$5000) KM: Could be another way. GM: Catapult withholds the membership database, so merging could be the best version. Overall the website may be ready to roll out in April.

Owner stats: \$8,270 equity through January. Will work with POS to present data to the Board. The GM will present more complete numbers in the March meeting.

GM in the Community: LO: Can you clarify the purchasing with AS Food Bank? GM: Three partnerships have been completed since the last Board meeting. AS Food Bank is now a purchaser at the co-op. They will be purchasing approximately \$1000 per week. The UCSB Snack Station will also now purchase from the IVFC. This provides free snacks for low income students. Each order will be about \$5000. Kosher Halal bags are purchased once per week and range from \$300 to \$900 income. Compost: There are three yellow compost bins in front of coop. We now have County support and feel that we can go ahead and promote the program.

GM: Plans for a memorial for Michael Bean are being made. LO: If dinner planned, then she supports the food coming from the IVFC.

GM: As of today, we are 10% over last year's growth. The partnerships are a large contributor to this. Kudos to the deli staff as there has been 15% year-over-year growth in the department.

7. Meeting Scheduling

- a. March, 2020 Board of Directors Meeting: Wednesday, March 18, 2020, 6:30 p.m.
- b. February/March Executive Session: tbd

Meeting adjourned: 9:08 pm

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