

THE ISLA VISTA FOOD COOPERATIVE
Board of Directors Meeting Minutes
Wednesday, March 15, 2023 at 6:30pm
Held online via Zoom

Via Phone: 1 (669) 900-6833; Meeting ID: 377 715 3488, Passcode: 672404

Meeting ID: 377 715 3488, Passcode: IVFC

Directors Present: Lisa Oglesby (LO), Jillian Tempesta (JT), Raphael Chinchilla (RC),
Cody Nunn (CN)

Staff Present: Hernan Cornejo (GM)

Owners/Community Present: Erig Shug (ES), Seth Peterson (SP), Grace Garbacz
(GG), Matt Richards (MR)

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6:35 p.m. – Meeting begins

1) Approval of Agenda for March 15, 2023

Motion: To approve meeting agenda for March 15, 2023, as presented.

LO/RC 4-0-0

2) Welcome and Announcements

There is an upcoming EcoVista permaculture event. Otherwise, no news and events
to report.

a) Owner Input

None

3) Approval of February 15, 2023 Board of Directors meeting minutes

Motion: To approve February 15, 2023, meeting minutes as presented.

JT/RC 4-0-0

3a) Email Motions

Motion #1 from 2/19/23:

Motion by LO

"To approve the 2023 IVFC Board of Directors Election Ballot as presented via email (see attached file 2023 IVFC Board of Directors Election Ballot" PDF).

Second by RC

The vote count is 4-0-0; motion passed.

Motion #2 from 2/23/23:

Motion by RC:

"To grant authority to Lisa Oglesby, CEO [Board President] of the Isla Vista Food Cooperative (IVFC), to sign on behalf of the IVFC a Line of Credit with the Mechanics Bank."

Second by JT.

The vote count is 4-0-0; motion passed.

4) Board Calendar & Reporting

a) Finance Committee/Treasurer's Report

Treasurer's Report

RC changed the formatting of the P&L (profits and losses) snapshot, which tracks the essential parts of our P&L. Now, there is a column that can compare the P&L to the budget. The budget is accurate but it does project losses. The bottom line will be difficult to achieve.

MR entered at 6:41 pm.

LO is proceeding with work to renew the line of credit with Mechanics Bank. The branch manager is supportive of the IVFC but there have been some bureaucratic hoops to jump through for the renewal. The terms don't expire until March 31. While there may be a period where we do not have this line of credit active, that is fine since it is an emergency line.

LO reported that the FDIC-insured banks insures balances ("deposits") up to \$250,000. The IVFC has more than that in Mechanics Bank. It could be a wise measure to move some of that money to another local bank to ensure we are always beneath those limits. The Finance Committee will review options and bring them to the Board.

b) Owner Engagement Committee Report

The OEC attended an Election Committee meeting on February 28 with the Marketing Manager, Outreach Coordinator, and LO. There is nothing beyond the Election Committee progress to report.

The vision for the OEC going forward is to meet with new directors after they are seated in late March to review the charter and do a brief training on the committee. We can also plan tabling sessions that will pair returning board members with new directors for tabling.

ES left at 6:51 pm.

MR asked if this was a short meeting; JT replied that we've had long meetings recently and this month we just so happen to have briefer reports. MR went on to ask about the state of the patio tables and the plan to replace tables. RC brought up that the budget is very tight and any decisions about new furniture replacement will take a back seat to necessary items. The rain has also contributed to whether the tables have been set up recently. LO confirmed that the bolts were tightened and furniture was repainted recently. The FM has discretion on whether the tables are open or not due to weather. MR asked if the table decision was operational; RC confirmed that it was. MR expressed that he believes changes to the patio should be put to ownership vote and would like to engage the ownership at every opportunity.

c) Bylaws Committee Report

The draft of the Bylaws went to the GM and the Board, who have reviewed it. The Board discussed an early April meeting to dig into the proposed changes and make sure all questions are answered.

KM left at 7:08 pm.

The GM brought up the idea of an honorary or emeritus role for past Board members or workers and whether this has a place in the bylaws. LO thought this would be a better fit for Board policies and recognition and that it is an idea that we can look into.

d) Election Committee Report

LO reported that voting is happening! There are nine candidates for six seats. Candidates statements are on the wall next to the eggs at the IVFC, the bulletin board outside the coop, and the website. Voting can happen online via the QR code/e-news/website or with a paper ballot in the store. There is also a phone number you can call to leave a message (posted along with the candidate statements). The only thing you must know in advance is your member number.

Meet the Candidates link: <https://islavistafood.us7.list-manage.com/track/click?u=873242c2edcfc5efe66fe98f2&id=95ea931a99&e=244e2e7351>

5) GM Reporting

General Overview

The revised budget has lowered expectations in terms of sales. While we were 1% over budget in sales, we were 13.8% below for February. Our EGM was 36.4 and our actual GM was 35.5. We lost roughly \$25,000. We are projecting net losses around \$98,000 for the fiscal year.

HR/Staffing

The IVFC has been actively recruiting due to diverse reasons common to students. Our employee count is 31. Employees received their bonuses for FY22. No major performance changes to report. The store will be doing modified hours for spring break (10 am to 6 pm). This allows us to work with only two shifts.

Departmental Highlights

The bulk department is finally equal to last year! The two new departments—houseware and wellness—are also doing better than the previous year. They had been neglected, but now they are showing the result of attention. However, we still haven't been able to balance the losses on the rest of the main floor.

Marketing & Outreach

The Marketing & Outreach team is focusing on the Board election and on bringing in new owners. Our main problem now is not the size of the basket but the lower customer counts; each week has seen 16-24% less people than the previous year.

We have also seen an increase in active owners.

The Board and guests had a robust brainstorming session about marketing to UCSB staff, faculty, and professors.

MR asked for a deli update. HC commended the deli manager for working overtime to keep the deli shelves stocked.

Maintenance & Repairs

We have about \$2,000 in damages from work that SCE was doing on the street. They failed to cut the power, which caused a power surge. We had surge protectors in

place for computers and POS and other delicate equipment. Those had to be replaced, as well as a door part. We are waiting for SCE to respond.

Financial Updates

Through the good work of our CPA, we were able to show a reduced tax income, so the IVFC will be paying minimum taxes.

RC asked what cash loss we should expect this year. HC predicts \$100,000. RC brought up that he personally believes that we should increase prices by 2%. The IVFC already has a perception of the market with too-high prices. The NCG is looking into strategic ways to help coops across the Board, especially with the products that they offer.

Motion to approve the revised budget attached to the Board packet.

RC/CN 4-0-0

6) Upcoming Meetings

a) Bylaws Committee meeting: TBD

c) Finance Committee meeting: TBD

c) Owner Engagement Committee meeting: Late April, after new directors are seated

d) March Board of Directors meeting: 4/19 at 6:30 p.m.

Meeting adjourned at 8:02 p.m.

Minutes taken by Jillian Tempesta, Board Secretary.

Minutes approved by the Board of Directors, April 19, 2023.