

Silver City Food Co-op – Board Meeting Minutes
Wednesday, Aug. 23, 2023 – 6-8pm
Meeting at Little Toad Brewery (Meeting Room)

Attendees: Paul Slattery, Kristina Kenegos, Leo Andrade, Tuan Tran, Kevin Waters, David Burr,
Jane Spinti, Sandy Lang

1. Welcome, Introductions and Membership/Board Discussion
 - a. Agenda approved by consensus
 - b. Director announcements:
 - i. Jane asked about status of second bank account that Kevin planned to open to ensure our funds are insured and protected. Kevin said he didn't open a new account yet but would move money into the savings account that was already in place.
2. Old Business
 - a. May board meeting minutes approved
 - b. Concern coordinator update. Leo had someone ask a question about getting wood from the construction site that he forwarded to Kevin to address. Kevin said it would be great if we could recycle, but it is a liability issue to let people on site handling old materials.
 - c. PDF board book is completed and in Shanti's hands but we want to be able to make edits and are not sure how to access it. Follow-up with Shanti needed.
 - d. Strategic planning. David passed around information from another local organization for reference for our committee, which he suggested could get started at any time. Tuan also shared a link to the Davis Food Co-op's strategic plan. David liked the template used in our retreat and suggested making a plan for 5-10 years max. Community involvement needs to be part of the plan, and members have shown an interest due to the new building location. We need to get them involved but Kristina suggested that we provide some parameters on how to gather information and set expectations. David suggested we take public comments once we have some framework in place. Jane thought we could use the GG to solicit input. The strategic planning committee needs to identify ways to take input on both operational and strategic ideas to members. Jane will take lead for now and set up first committee meeting.
 - e. Columinate debrief. David asked about our thoughts on the content provided by Columinate at the retreat and the July meeting to make sure that we are utilizing our budget effectively. New members found it helpful to get up to speed on board governance. We might want to consider dropping next year since we will not have new board members needing training. Until our contract comes up for renewal, we will utilize Columinate as much as possible for planning and board training.
3. Committee Decisions and Announcements
 - a. No Member Connect update
 - b. Election Committee. Only three candidates, all returning board members, will run for a board seat in the next election – David, Leo and Tuan. If re-elected, all three will serve a three-year term running 2024-2026. There is still one seat unfilled, with a term ending in December 2025, and candidates for appointment are welcomed. Two reminder emails

will be sent out in advance of the election, which runs from Oct. 9-22. Two candidates will set up a table to encourage voting and meet members in advance of the election. A quorum of board members accepted the Election Committee's recommendation for Leo, David and Tuan as board candidates.

- c. No Board and Management Evaluation update
 - d. Finance Committee:
 - i. The Finance Committee met last week to review the balance sheet and trend analysis with Mike Morones for the first six months of 2023. In summary, the Co-op's bottom line is doing great. Co-op came out of the pandemic in good shape, with the first half of 2023 outperforming the previous six months. We decided to keep the bar graph metrics as is. Current profits outperformed any metrics in the history of the Co-op.
 - ii. Regarding the board budget, we have spent \$22,329 in the first six months and our expected expense is \$34,329 for the rest of the year, which is less than the proposed budget. Board budget was accepted.
 - iii. Revised B4 policy had minor changes to grammar, and a date change. Changes were accepted.
 - iv. Recommendation to keep share price for 2024 was approved.
 - v. Suggestion to move forward with a review instead of audit for 2024 was approved by the board.
 - vi. Withholding patronage distribution to members was also approved.
4. Monitoring Reports
- a. Treatment of Customers (B5) policy was accepted.
 - b. Communications to the Board (B7) reports for May and June were reviewed. Both were approved.
 - c. Financial Condition and Activities Quarterly Report (B1) highlights – strong sales growth in Q2. Regarding current ratio of 10.51 (liquidity item #3), the finance money is listed as an asset on the balance sheet so it kind of skews the ratio result, but without construction money our ratio is still above target. B1 was accepted by the board.
 - d. Communications to the Board B7 (July). Average basket, sales growth and daily customer counts are all higher than last year. We are working with Hussmann Refrigeration partly because they have a presence in town because they work with Walmart and Albertsons. We plan to have factory certified technicians who are available once we move into the new building. Getting quick repair service has been difficult; co-op was without freezers for six days in August. For our \$1 million loan, which closed on July 28, the loan will be used only after original loan funds are exhausted and will not accrue interest and no payments are due until funds are used in the project. Regarding the project, bid packets and informational letters were sent out in early August, and best-case scenario we will get six bids. Note that the SCFC continues to maintain a Top 5 position on NCG's Co-Score rankings – a great accomplishment.
5. New business:
- a. 2024 B reports. A suggestion was made to temporarily suspend all the B reports except for B7 (Communication to the Board) during the relocation construction period to ease Kevin's workload, although the board should still monitor them to ensure compliance. Kevin did not feel this reporting was burdensome, and the board agreed that it does provide some value, so we will continue with the current schedule. David felt a refresh

might be needed on B reports so Kevin will look at other options for reporting in the future.

- b. Board appreciation event. A suggestion was made to consider hosting an appreciation event by the board for new members, volunteers and staff, possibly around the holidays. Member Connect committee will meet to discuss ideas around the event, which has a budget of about \$1,000 leftover from other categories.
6. Board meeting closure:
- a. Task list:
 - i. Shanti to make PDF accessible for edits; may need Tuan's help
 - ii. Jane will get strategic planning team together
 - iii. Kristina will set MC meeting to discuss appreciation event
 - iv. Election committee moving forward with deadlines
 - b. No tabled items
 - c. Unavailable dates: David – Sept. 6-10 and Sept. 28-Oct. 2, Sandy – Sept. 28-Oct.3, Leo – Sept. 18-Oct. 11, Jane – Sept. 26-Oct. 4.
 - d. Next board meeting on Sept. 27, 5:30pm at Little Toad Creek