

# THE ISLA VISTA FOOD COOPERATIVE

## Board of Directors Meeting Agenda

March 31 2016 at 6:00pm

Held at the Isla Vista Food Cooperative Back Patio

6575 Seville Road

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Board Members Present: Lisa Oglesby (LO-President), Ann Wisehart (AW-Treasure), Emiko Corey (EC-Secretary), Paola Dela Cruz (PDC-EVPLA), Johnny F. Sacko (JFS), Kent McClard (KM), and Janet D. Stich (JDS)

Staff Present: Melissa Cohen (MC-General Manager), Colter Frazier, and Arlo Bender-Simon

Members Present: Royce Sharp

### ***Meeting start: 6:10pm***

#### 1) Approval of agenda for March 31, 2016 <6:10pm>

- JFS would like to add Item 7d Cooperative Café Update.
- Change Planning Item 8 to Farm Worker Bill of Rights presented by Arlo Bender-Simon.
- Item 7e PDC update on Associated Student Agreement for EVPLA.

***Motion to approve agenda as amended. EC/JFS 5-0-0***

#### 2) Board of Directors Election Committee Report <6:13pm>

- a. Election Results: 1422 active Memberships and 5% to meet quorum is 71 votes. We received 72 votes. The top three candidates were Lisa Oglesby, Janet Stich, and Kent McClard.

***Motion to approve Election Committee Results LO/JFS 5-0-0***

***Motion to change number of Directors from five to seven seats. LO/JFS 5-0-0***

- b. Seating of Directors

- GM will email members to give them an update about the Election Results.

***Based on the results of membership quorum, I make a motion to seat Kent McClard, Janet Stich, and Lisa Oglesby to the Board of Directors for a two-year term. EC/JFS 4-0-1***

Arlo Bender-Simon arrives at 6:15pm.

#### 3) Announcements <6:19pm>

- GM attended a successful first event on campus for the Food Nutrition Basics Skills program. 50 students attended. In collaboration with UCSB Dining Services, IVFC gave grocery shopping strategies and cooking demonstrations.
- Associated Students is hosting the first annual Isla Vista Conference. MC and PDC will be in attendance on May 21<sup>st</sup> and 22<sup>nd</sup>. Open to proposals about inclusivity and social justice as they related to the past, present, and future of IV (Due April 15<sup>th</sup>).

#### 4) Approval of minutes from February 19, 2016 BoD Meeting <6:22pm>

- Delete bullet points after “determining factor of what makes a member ‘inactive’”
- Item 3 delete “as presented...”

***Motion to approve minutes as amended JDS/KM 7-0-0***

#### 5) Treasurer’s Report <6:25pm>

- a. IVFC Financial Reporting Policy

- The policy will be updated as needed, but the BoD wanted to write a policy to provide clarity of goals and needs for the GM and Bookkeeper.
- Pradip, our Bookkeeper, has expressed concern that he will not be able to meet the deadline of the 15<sup>th</sup> of each month. The Treasurer would like to leave it to help set a goal and standard for financial reporting.
- As a Board we can revisit in the timing of the Financial Reporting Policy.

***Motion to approve Financial Reporting Policy (Document I) as presented in the packet and direct the GM to report back to the Board regarding the operational feasibility. LO/JFS 7-0-0***

b. Inactive Member Policy

- The by-laws do not make mention of what “inactive” membership means and so we cannot use this term in a policy. CA state law and the by-laws both use the timeline of 3 years.
- BoD wants to keep the letter and the newspaper simple. AW and Colter have been in contact about how to make wording clear as well as how to implement a notification and alert system using our POS to inform members prior to equity being abandoned.
- Goal of this policy is that, except where specified by the GM, the Board will not have to interface with the GM regarding the abandoned equity.
- GM and Colter have been working to create a report from point of sales system to help clear up abandoned equity. Also to create a plan for future equity and keep balance sheet clean.

***Motion to approve Inactive Membership Policy with Appendix A and Appendix B (Document H) as amended AW/JDS 7-0-0***

- EC will email approved policy with the approved minutes to GM and BoD.
- MC will discuss how this policy will be implemented operationally at next month’s BoD meeting.
- Loan Compliance Document Update:
  - Fiscal Year is Oct 1 to Sept 30. The Isla Vista Covenant Compliance Minimum Debt Service worksheet given is used by the National Cooperative Bank (NCB) to track our financial feasibility to stay in compliance with our loans.
  - Reports are submitted annually and quarterly to stay in compliance.
  - Debit Service Coverage Ratio must be above \$1.25
  - IVFC fell out of compliance during Q1 and Q2 of FY15, since then we have recovered everything and more, but we are still on the watch list for the National Cooperative Grocers (NCG) lenders.
  - We do not want to fall out of compliance again, which could result in a default of our loan. The good news is that the NCB wants us, and all co-ops, to succeed and get back into compliance.
  - We are in good standing with David Gilman, our Account Executive, for the NCB.

6) GM Report <7:05pm>

- a. Update to approved check signer list

***Motion to update the Check Signer List. The Check Signer List shall be Lisa Oglesby, Ann Wisehart, Melissa Cohen, Steve Snyder, Ava Churchill. LO/AW 7-0-0***

- Interim Financials based on Year To Date (YTD) to give BoD a new way of looking at our financial numbers.
- Colter’s time at IVFC is coming to an end; the GM and BoD would like to express gratitude for his work. He gave us a way to track and meet a solid, consistent margin. He worked with the managers to teach how to meet their margins and created a system to keep a perpetual inventory. Colter gave us the ability to prioritize and streamline much of the store operations, from how the Front End use their registers to helping us prepare for future audits. IVFC is the only small food co-op in the Western Corridor that is using technology to

solve many of the problems that small food co-ops face on a daily basis. His contribution to our store is too vast to express, but we wanted to try.

- Estimates for the Retractable Awning Project (awning that would cover the patio and part of the door) have come in from Terry Keller, our contractor. The cost is over the \$5000 limit and thus needs Board approval. GM feels that this project can be covered with our cash flow in April. More information about fabric options can be found at [www.shadefxcanopies.com](http://www.shadefxcanopies.com).

***Motion to approve \$8000 for the Retractable Awning Project and appoint the GM as the Project Manager. LO/AW 7-0-0***

- Sales through 12 weeks
  - We are aware that our Buyers Club numbers have been going down. Quail Springs is our main buyer. Housing Cooperative moved from Buyers Club into Business to Business and Special Orders have been separated from the Buyers Club.
  - Working on increasing awareness of the Special Orders program.
  - Working on a reset for the Bulk Department, which is an area that has been struggling across the country.
  - Re-integrating idea of “The Co-op Kitchen” in the Grab and Go Coolers.
  - Produce Department has been moving produce through very well. More bountiful and fully stocked.
- Living Wage and Minimum Wage changes in California: Co-ops across the country have been looking at how to implement a living wage on an operational level. GM is looking forward to creating a budget that prepares us for future wage scales. Coaching and mentoring our current demographic of first-time workers is important for IVFC, but will be challenging if we start hiring at \$15/hr. EC reminds MC that education and outreach to students from IVFC happens throughout the community and campus events and outreach, not just through employees.
- GM is going to the annual meeting for the NCG next week.

## 7) Board Projects Update <7:43pm>

### 7a) Board Policy Update

- BoD is working on a cohesive document called the “Board of Directors Agreement” and supplemental information to standardize policies for the betterment of Director training and improvement in the clarity of communication between the BoD and GM.

***Motion to approve The Seven Cooperative Principles for the IVFC (Document B). JFS/JDS 7-0-0***

### 7b) GM Evaluation

- All feedback has been received via Survey Monkey. LO will compile information and at the next Executive Session, the Board we will consolidate, synthesize, and prepare feedback. The Board will then give the GM feedback and update the GM goals.

### 7c) Board Calendar Update

- This document is included in every monthly packet to help keep everyone on the same page regarding goals, projects, and next steps for the Board.
- EVPLA switches in May, the designee will come in September.

### 7d) Cooperative Café Update

- JFS had the opportunity to be at this event. It is very clear that IVFC is a legacy co-op (been around since the 70s) and MC is very highly regarded in the Western Corridor. IVFC is a very special, niche co-op. There are generations of people who fall in love with co-ops after coming to visit IVFC. What can we do that the large, corporate grocery stores can't? Community involvement and customer service.

### 7e) Associated Student Agreement for EVPLA

- EVPLA was created through Project We Own It and is the AS student representative on the IVFC Board. Language has been submitted to Senate by PDC and it will need to go through committee before it becomes a bill. LO will check in with PDC about when the new contract is available for review.

8) Farm Worker Bill of Rights <8:04pm>

- CAUSE (Central Coast Alliance United for a Sustainable Economy) has written a Farm Worker Bill of Rights. Last September there was a report about farm worker conditions in Santa Barbara and Ventura County. The Farm Worker Bill of Rights will be added to the agenda for Santa Barbara County soon.
- Arlo is asking IVFC to consider supporting and endorsing Farm Worker Bill of Rights. Consider signing a petition. GM suggests the possibility of providing nourishment resources for their meetings.
- Arlo will email LO with more information and the BoD will review.

9) Meeting Scheduling <8:13pm>

9a) April Executive Session

- April 13<sup>th</sup> 7pm at Lisa's House, 405 Reed Court. (PDC will email in information and EC can video chat into the meeting).

9b) April Director Training(s)

- LO and MC will send out doodle to schedule these trainings.

9c) April Board of Directors Meeting

- April 26<sup>th</sup> 6pm and the location will be confirmed, most likely Pardall Center.

Meeting length: 2hr 10min

End time: 8:20pm

Minutes taken by Emiko Corey, Corporate Secretary

Minutes approved by official Board Motion on April 26, 2016.