

THE ISLA VISTA FOOD COOPERATIVE

Board of Directors Meeting Minutes

November 30, 2015 at 5:00pm

Held at the Isla Vista Food Cooperative Back Patio

6575 Seville Road

Board Members Present: Lisa Oglesby (LO-President), Ann Wisehart (AW-Treasure), Emiko Corey (EC-Secretary), Paola Dela Cruz (PDC-EVPLA), and Johnny Sacko (JS)

Staff Present: Melissa Cohen (MC-General Manager)

Absent Board Member: Daniel Parra Hensel (DPH)

Member Attendance: Kent McClard

Meeting start time: 5:07pm

1) Approval of agenda for November 20, 2015 <5:07pm>

Motion to approve agenda as presented. EC/AW 4-0-0

2) Announcements <5:09pm>

- Turkeys are available
- E-news was awesome

3) Approval of minutes from October 26, 2015 <5:09pm>

- Change Date of Agenda
- Remove names from Member Loan Project

Motion to approve minutes as amended. AW/JS 4-0-0

4) Removal of Directors <5:12pm>

- Daniel has chosen to resign based on lack of time and lack of understanding how he could be involved.
- Feels like a set back, but maybe there are things we can learn and adapt from loss of Daniel and Gerri.
- PDH will give official signed resignation letter to EC, secretary next week.

5) 2016 Board of Directors Election Planning <5:14pm>

- We cannot have a reliable Board with 7 seats because we would need ALL REMAINING 4 remaining Board members to be present at every meeting in order to meet quorum.
- Currently we have 2 people who resigned and 1 member who is overbooked.
- Although, Paola is double booked, but is working on the contract agreement.

Motion to remove Daniel Parra Hensel from the Board effective immediately. AW/JS 4-0-0

- Do we decrease the number of the Board, so that we can meet quorum, even if someone is sick, can't make it, or life happens and one person cannot attend?
- How is it that we are not able to elect board members that are not going to stay?
- How can we do a better job finding motivated people who will show the commitment and work ethic needed? Need to be diligent with training and communication.

- Should we step away from elections and go back to appointing Board members? Remember that we do not need to abandon key values (democratic control) because we are in triage.
- If we push elections to March, we can ask interested members to attend January and February Board of Director meetings to allow members who are interested in running to experience meeting. Then they can determine if they are still interested in running for the Board.
- More focus candidate search for specific skill sets.

How to handle our current BoD situation:

- **Step One:** Election Planning Action Plan will change. In December, we will be deliberating to determine skill sets and investment needed for our Board.
- **Step Two:** Adjust the BoD election timeline. Ask possible candidates to attend January and February Board meetings. Elections will take place in March.
- **Step Three:** Have a temporary 5-person Board, until we are able to have a 7-seated board so that we can meet quorum and function successfully.
- **Step Four:** If current seated directors, whose seats are open for election in the 2016 Election are willing to fill the 2 open one year seats, for the healthy function and stability of the Board, we would appoint those members for the one year seat, and then move forward with elections in 2016 for the remaining two 2-year seats.

Motion to temporarily adjust the number of seats on the IVFC Board of Directors from 7 to 5, designating that the 5th seat is for the EVPLA representative, with the understanding that the number of seats for Directors on the Board will go back to 7 after the completion of the 2016 Board of Director Elections. LO/EC 4-0-0

Motion to appoint EC and JS to remaining 14-month terms of vacated Directors. LO/AW 4-0-0

- Clarify that the election in March will be for 3 two-year terms. LO will be running for re-election.
- Grocery is a big attention grabber in Santa Barbara and Goleta. We, as the IVFC, can model the health of grocery industry.
- Training modules through NCGA: the Cooperative Café in Sacramento will happen in March and JS wants to attend.

6) Re-Volv Solar Proposal <5:45pm>

- JS would like to run the proposal by his friends (Jay and Ceci) who are Solar Installation people based in SB, before moving forward with an “outside” San Francisco based organization.
- Re-Volv is a student-based activation of our Isla Vista community. Engaging students, spreading the word about the virtues and value of solar, demonstrating crowd funding and educating about the cooperative organizational model.
- It would be good to have, hear, and listen to the other options as we know that during the 20-year life span of the solar panels will change dramatically over this time.
- The quote of 90% of our electricity (numbers based on running our old coolers), the new coolers will bring higher efficiency and any “extra” savings will be rolled over to our other meter.
- We currently do not have the cash to do this type of project, so connecting to this project, may allow us to install solar panels even if we are not fiscally ready to do so.

- The size/number of panels were determined by looking at both of our meters and the size of our roof.
- Ask for detailed contract, with numbers, interactions with co-op, and plan and then we can make a vote.
- Can Jay and Ceci speak directly to Re-Volv? Might be a good connection for a local installation group to this non-profit.
- LO will contact and ask for detailed leasing and contract information.

7) FY16 Budget <6:04pm>

a) Cash Flow Budget

- Finance Committee has been trying to figure out what the Board needs vs. what the store needs. MC has a different Cash Flow that she works with Pradip for operations. The Cash Flow for the Board need's a different starting number and inclusion of the cooler project, gain share and property tax.
- MC is over worked and it has been hard to keep it updated. The document is changing. The operational cash flow is looked at daily.
- Finance Committee wants all the numbers to be accurate on the same day (current cash matches current P&L)
- BoD needs to take time to review document sent to Finance Committee right before the meeting and has not yet been seen.
- AW and LO will meet during the next two weeks to discuss.

b) Capital Expenditures Budget

- Finance Committee is satisfied with information that has been provided to the Board. There is a longer term project still in the works.

8) Treasurer's Report<6:17pm>

- BoD would like to see transportation reimbursement Board Directors.
- Reimbursed in form of Future Food Investment Card?
- Colter is running a report about the cost of the Board. Take a comprehensive look at the numbers to see what type of funds we have left on our budget. Overall purchases per director, to see what type of expenses we are funning.
- We will table for further discussion.

9) GM Report <6:19pm>

a) Monthly Monitoring Report

- Written report was given and GM is open to questions.

b) Cooler Project Update

- Project update: next step is to release \$5000 to Hussman for the freezer to be ordered and installed by the first week of January. Ice cream freezer will be removed and Terry will be able to assess and prep area for the new Beer Cooler.
- GM would like to do the "freezer part" of the Cooler Project without a new Member Loan campaign.
- Increasing merchandizing space. The freezer is free-fill. Goal is to do the project one unit at a time and do what can be done without taking on extra loans.
- Pradip is confident that we can do that and there is a clear back up plan if needed.

Email motion by LO: "To approve up to \$47,000.00 for the Cooler & Freezer Proposal (Phases 1, 2, and 3) as presented in the 10/30/15 proposal emailed from the General Manager. The General Manager shall be the Project Manager for the project." Second by EC. Vote Count: 6-0-0

LO: in favor, EC: in favor, AW: in favor, JS: in favor, DPH: in favor, PDC: in favor

Motion Passed by email on November 6, 2015

- Roof is paid in full and was only a little bit over budget. Electric bills are already going down. In the spring, we need to talk about HVAC and energy efficient windows.
- Although the financials printed in the packet are different than what AW asked for in her Treasurer report, the bottom lines are all the same, property tax has been back paper-billed, and NCB is up to date and comfortable with the changes.
- GM is committed to working on a depreciation schedule, and although the project is big, Jan (our Accountant) is feeling good about working with Pradip and his competency as a Bookkeeper.
- 38.5% has been the highest margin and this will allow us to achieve our mission.
- BoD would like to have utilities broken down into sub-categories.
- LO will send letter of gratitude that was written when employees receive the profit share checks.
- With everything that has happened this year (Profit share, payroll changes, and incorporating property tax in our P&L) we have a Net Income of \$24,947 (Hooray!)
- Store Manager hiring will be happening within the next few weeks (taking much off the plate of the General Manager). Laura has been pulled out of operations and is being paid to create an outline and meta-structure of the Co-op.
- Colter is moving mid-April and Tyler is already being trained and will be ready to take over the role.
- MC- can General Membership Annual report be written in December? BoD: yes
- EBT has gone up another \$10,000 (doubled from 2013).

10) Board Calendar Update <6:38pm>

a) Our Future Together Strategic Plan(ning) Committee Update

- Timeline has been pushed out due to so many changes.

b) Annual GM Evaluation

- GM evaluation is almost complete. Goal is to have it completed in two weeks and get it sent out.

11) Meeting Scheduling <6:40pm>

a) December Board of Directors Meeting

- Doodle for week of 14th

b) December Executive Session

- Planning for the Election. LO will send out doodle for around the 2nd week (7th-10th) in December.

Meeting length: 1 hr and 7 min

End time: 6:44pm

Minutes taken by Emiko Corey, Corporate Secretary

Minutes approved by official Board Motion on December 15, 2015.