



**Natural Harvest Food Co-op Board of Directors Meeting Monday, March 23, 2015 -
- 5:30 pm – 7:30 pm Virginia High School Door 6 – Board Room Virginia, MN**

Board Members Present

Yvonne, Chris, Greg, Troy, Sarah, Janet, Britta, Sam, Gina

Board Members Absent

None

Staff & Others Present

Anja

MINUTES

1. Call Closed Meeting to Order at 5:30:

- Board Discussion GM Contract/Compensation

2. Call Open Meeting to Order:

- Chris called the meeting to order 6:35pm

3. Welcome Board Members/Guests:

- No Guests Present

4. Agenda Overview:

- Add Earth Fest discussion under new Business

5. Approve Minutes - February 23, 2015:

- GREG made a motion to approve MINUTES FROM FEBRUARY 23, 2015. BRITTA Seconded the motion, Motion passed unanimously.

6. Member and Guest Comment Period: No Guests

7. Treasurer Report:

- Board Budget – We are under budget as a board as of the meeting
- Approval of expenditures
 - Reimbursement to Chris Ismil, in the amount of \$167.59 for Mileage and Cards for outgoing Board members

Janet asked for a MOTION TO APPROVE REIMBURSEMENT to Chris Ismil. SARAH made a motion to approve reimbursement. Motion seconded by SAM. Motion passed unanimously

8. Committee Reports – Ad hoc Committee Members Discussion:

- **Perpetuation Committee:** Britta reported In the process of actively recruiting top 100 Members-Owners to run for the Board election in October.
- **Education Committee - Annual Meeting Update:** Sam reported that the committee has contacted Jim Riddle about presenting. The board will try to contact the top 50 members to invite them to the Annual meeting.

BRITTA made a MOTION TO APPROVE JIM RIDDLE TO BE PRESENTER and PAY HIM \$300 FOR HIS TIME AND TRANSPORTATION AT THE ANNUAL MEETING ON APRIL 18TH. Motion seconded by JANET. Motion passed unanimously

- **Articles of Inc. & Bylaws Update Committee:** Updating the Articles of Inc. & Bylaws will be moved back to April 2016 completion and proposal date. Chris recommended that we work with a consultant to review, update and recommend changes to the Articles and Bylaws. A committee needs to be organized to take on this task.

9. Monitoring Reports:

- **Calendar – Review:** Greg and Britta are writing the next newsletter Due May 4th.

- **B4 – Membership Rights & Responsibility:** Anja reported we are in compliance in all parts of the Policy. Anja shared the NHFC Membership Enrollment form and the New Member Packet with the board.
- **C2 – The Board’s Job:** Janet reported that we are in compliance according to the stipulations expressed in C2
 - It was expressed that the board was Non – compliant in C2 number 6; which states that the board will perpetuate their leadership capacity using ongoing education, training and recruitment.
 - Some board members may attend a training opportunity in Duluth on May 2nd.

10. Store Reports:

- **Sales Growth Report:** Anja reported that sales have been positive.
 - Sales: \$187,859.57 (17.90% increase over last year)
 - New members: 31
 - 49 Member renewals
- **Store happenings in February 2015:**
 - Round up for Care Partners raised \$1433.00 + 5% from Natural Harvest = About \$1500 donated to Care Partners.
 - Classes offered at Natural Harvest in February
 - Gluten Free Baking Class, Soap Making Class, Ancient Grains Class (22 Participants)
 - Updating Website
 - E-Newsletter Sent Out (approximately 170) Sign up sheet available
 - Membership benefit change fliers posted
 - Grocery Reset: Reorganization of store
 - Cooler broke down and has been replaced
 - New airflow shelves installed. Produce looks great and is keeping better. We will need to order more pods as we are growing into this display system.
 - Meat selection expanded: Beelers Italian Sausage, pork chops and boneless hams
 - Bodin’s fish from Superior: White fish & lake trout
 - Anja went to the Women’s Study Club meeting at the Elk’s club. Gave a talk on our store and our products, highlighting the organic difference and a healthy diet.
- **New Member List Board Approval Jan & Feb:**

YVONNE made a MOTION TO APPROVE THE NEW MEMBER LIST FROM JANUARY AND FEBRUARY. TROY seconded the motion. Motion passed unanimously.

11. Old Business:

- **Member Discount Changes Awareness:** No Complaints presented to the board at this time.
- **Coop Investment:** Opportunity to invest money from our savings account into North Country Development Fund and/or another bank to earn interest for the NHFC.

BRITTA made a MOTION TO APPROVE the investment of \$200,000 and \$100,000. The motion was Seconded, by SARAH. GREG ABSTAINED from this vote. Vote was approved by unanimous vote.

- **Dakota Worldwide:** Chris reported that a Dakota Worldwide is able to complete a Market study for expansion in 3 weeks. Chris expects to have a report for the board by May. The cost of the Market study will cost \$8,500. Dakota Worldwide will look at 5 locations.
- **Employee Handbook Review & Approval:** Anja presented the updated handbook and recommended its approval.

BRITTA made a MOTION TO APPROVE THE HANDBOOK. This motion was seconded by YEVONNE. The board approved this motion unanimously.

12. New Business:

- April 1st & 2nd – Board Member Store Presence: Members will sign up on April 1st and 2nd to assist at the Coop on those days.
- Perpetuation Committee will plan and propose a new board member Orientation by the June meeting.
- Bess Metsa Memorial Garden: It has been requested that Natural Harvest take more of a leadership role in managing the Garden. Britta, Chris and Anja will meet with Marilyn to talk about NHFC future involvement with the Garden.
- Board members not up for reelection will take turns chairing a board meeting. (Gina – May, Britta – June, Janet – July, Sam – August, Sarah – September, Greg – October)
- Patronage Rebate: In review of patronage rebate for 2014 Anja recommended that the board approve a patronage rebate of up to 2% contingent on NHFC numbers being verified by the accountant. The Board asked for more detailed information on how this rebate will affect the co-op and its member-owners.
- Earth Fest: Anja asked for volunteers to help with NHFC Table

13. Items for next Agenda:

- Update from Perpetuation Committee – Status of Orientation planning
- Update from GM Evaluation Committee – Status of Contract
- Update on Bess Metsa Memorial Garden
- Patronage Rebate Update/Proposal

14. Next Scheduled Meeting Date: May 25th.

SAM made a MOTION TO ADJOURN THE MEETING. BRITTA seconded the motion. The motion to adjourn was approved unanimously

Meeting Adjourned at 8:45