

Natural Harvest Food Co-op Board of Directors Meeting  
Monday, May 25, 2015 -- 5:30 pm – 7:30 pm  
Virginia High School  
Door 6 – High School Conference Room  
Virginia, MN



## Board Members Present

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

## Minutes

### 1. Call Closed Meeting to Order – 5:30pm

#### Board Discussion GM Goals

- Build a volunteer network to run 2 community events throughout the year that brings the community to Natural Harvest.
- Lead steps towards expansion
  - o Identify a location with the board
  - o Market analysis
  - o Hire NCG to do the Pro forma
  - o Have Store Plans completed

**Chris made a motion to close the closed meeting, Sarah seconded the motion. Motion passed unanimously**

### 2. Call Open Meeting to Order – 6:10pm

### 3. Welcome Board Members/Guests and Agenda Overview

- a. Adding a discussion about board meeting (Added board member resignation to New Business)
- b. Having Board meetings on Holidays (New Business)

### 4. Approve Minutes - March 23, 2015

**Britta made a motion to approve the minutes, Sarah seconded the motion. Motion passed unanimously**

5. Member and Guest Comment Period – No guests present
6. Treasurer Report
  - a. Board Budget – Expenditure Approval & Checking Account
    1. No checking account created – Credit union does not charge for a checking account
    2. Anja will create a checking account for the Board budget
  - b. Investment Review
    1. 200,000 for 2 years North Country Development Fund for 2.5%
    2. 100,000 for 2 years with the Northern State Bank of Virginia for 1%
7. Committee Reports – Ad hoc Committee Members Discussion
  - a. Perpetuation Committee – Process Review – Board Members (Declare Intention)
    - Chris and Britta attended the Minnesota Food Co-op board. Discussion was about perpetuation
    - Rewrite steps for board election process
      1. Term Limits – (2, 3 year terms with a year off prior to rerunning) Round table agreement
      2. Recommended slate of candidates (3 seats available try to double the candidates)
      3. 3 board members, GM appointment, member of the Co-op (is proposed by the perpetuation committee out of the top 100) agreed upon by the board) – conduct the candidate search
      4. Declare intention by current board members up for collection June 1st
      5. Redoing the board application – Presented to the board.
        - a. Criminal Background Check
      6. Interview before September 1st
      7. Attend one meeting before September 1<sup>st</sup>

**Britta will write a proposal to update the board member application process**

8. Declaration for board candidacy – Troy, Yvonne, and Chris all declared that they would not be running for reelection.
- b. Education Committee - Annual Meeting Discussion
  1. The board discussed the positive and negative aspects of the Annual meeting
  2. The board reviewed
- c. Articles of Inc. & Bylaws Update Committee – Greg Update
  1. Yvonne completed the cleaning up of the Bylaws
  2. Need volunteers to lead the Articles update Will revisit in June
8. Monitoring Reports
  - a. Calendar – Review
  - b. C1 – Governing Style – Gina
    1. Our policies and Bylaws need to be updated to be in compliance.
  - c. D2 – Accountability of GM – Sam
    1. The board discussed this bylaw, and agreed it is important to revisit how the GM is monitored

9. Store Reports

- a. Sales Growth Report
- b. Cash Flow
- c. Profit & Loss
- d. Balance Sheet
- e. Store Updates
- f. New Member List Board Approval March & April

- Anja reported that 500 people have taken advantage of the 5% discount in April
- Anja that the Budget is positive and moving forward.
- The Audit is almost complete and will be presented to the board.
- Store Happenings – Roof will be repaired, Ashley Phoenix is the new frontend manager, Staff will go through annual customer service training.
- New Members – 24 in March and 28 in April

**Troy made a motion to approve the new members for March and April. Britta seconded the motion. The motion was approved unanimously**

10. Old Business

- a. Bess Metsa Garden
  1. Sarah will mention the opportunity to take over, or get involved with the Bess Metsa to another local Women's Herb Guild.
  2. Board Still needs to revisit this issue
- b. Patronage Rebate

Anja recommended that the board approve a patronage rebate of \$13,729

**Chris made a motion to approve the patronage rebate of \$13,729. Troy seconded motion. Motion passed unanimously.**

11. New Business

- a. Board Mileage Reimbursement:

**Britta made a motion to approve Mileage from home locations and to approve mileage for Chris to a workshop at the Duluth Whole Foods. Janet seconded the motion. Motion passed unanimously.**

- b. Store Expansion – Market Study

Chris presented the market study to the board.

**Yvonne made a motion, that the GM move forward with a pro forma with our current site and the location on 4<sup>th</sup> Street and 6<sup>th</sup> Ave. to be completed by NCG: Development Cooperative. Troy seconded the motion. Motion passed unanimously.**

12. Board Members Issues/Concerns

Sarah volunteered to take over the role of Treasurer for the remainder of the current term, which goes through September.

**Chris nominated Sarah to be Treasurer, Britta seconded the nomination. The board approved the nomination unanimously.**

13. Next Scheduled Meeting Date: June 22<sup>nd</sup> 5:30pm – Next Board Chair: Greg Niska

14. Adjourn

15. Britta made a motion to adjourn, Chris seconded the motion. Motion passed unanimously