

Silver City Food Co-op — Board Meeting Minutes
Wednesday, August 25, 2021 – 5:30 to 7:42 PM
Meeting held via Zoom

I. Welcome / Membership-board discussion (5:30-5:45, 15 minutes)

- A. **Approve Agenda** Approved by consensus 5:41pm
- B. Director Announcements
 - Plane tickets
 - Book of ten to Albuquerque from Silver City
 - Available for the board or anyone to purchase

Scott: Need tickets for Joshua

Julianna: Not sure, sent him information about the airline he was thinking he might have to drive in instead. Still unsure, was supposed to meet with him today, but got cancelled. I will let you know as soon as I do.

- Contact Scott or Margarite if you want tickets.
- C. Member Comments

II. Old Business (5:45-5:55, 10 minutes)

- A. **Approve July Board Meeting Minutes** Approved by consensus 5:43pm
- B. Concern Coordinator Update
 - Gwen; One query from Nan Franzblau about fencing at the farmers marker for the musicians going back and forth to the park.
 - Forward it to Shanti and Kevin who investigated it to see if it's the Townships fence, or the Food Co-op. They took it from there to resolve.
- C. Board Member Resignation and **Elect New Officer** Approved by consensus 5:48 pm
 - Emma Resigning this month.
 - How the Board is now;
 - Shani- President
 - Julianna- Vice President
 - Scott- Treasurer
 - Emma – Secretary
 - How it will be;
 - Shanti- President
 - Gwen-Vice President
 - Scott- Treasurer
 - Julianna- Secretary

Proposal for officers going forward,

Julianna is stepping down as Vice President and Gwen is nominated as Vice President. (Elected by Consensus)

Gwen stands aside

Julianna is nominated as Secretary (Elected by consensus)

Julianna stands aside

III. Committee Decisions and Announcements (5:55-6:40, 45 minutes) 5:50pm

- Member Connect (MC) Update
 - GMM significantly shortened
 - Committee Meeting Notes
 - Hour long starting at the same time
 - No games or food. The Co-op will provide drinks. Shanti and Kevin each speak for 20 minutes and then 20 minutes for questions.
 - Asking people to wear masks
 - Sign up sheet that Kristin emailed out. Please sign up for tasks.

- Going to have a sign in table with masks available.
- GMM
 - Board Member GMM Tasks
 - Delta Variant precautions/planning
 - Emma: Didn't want to do in person, but hopefully it goes well.
 - Kevin: Going to send out update as soon as the meeting is over
 - Gwen: What does it say?
 - Kevin: Masks are still required, package drinks
 - Gwen- Can you mention if you want to bring your own picnic or go on a hike, please to make it sound more appealing.
 - Julianna: The grounds are reserved we have drinks, but bring your own food
 - Kevin: okay I will add it
 - October GG Article
- Elections Committee (EC) Update
 - Committee Update
 - Election date on December 1st
 - Must declare by October 15th -November 1st
 - These will go in the GG article
 - This is for September.
 - **Proposal to update Policy C6 – Officers' Roles** Approved by consensus
 - Wants to make sure that we have good positions
 - New board members receive proper orientation
 - Provide an update of the board book

Tuan – As an employee you are not allowed to be an officer?

Shanti- I believe it's in the bylaws

Scott – I have a copy and it says any employee is not serve as officers.

Tuan- Thank you Scott

2024- If changes don't come up, then it's due time to review the bylaws.

Julianna Email to Judith so she can put on the website, forward the info on the update.

- Board and Management Evaluation (BME) 6:09
 - No Update
- Finance Committee (FN)
 - Next Committee Meeting
 - September 8th Tuesday and 5:30pm
 - Gwen – speak to someone about the board, and they have the financial background can I ask that they attend?
 - Scott- Yes if they sign a non- disclosure, can have anyone a member of the finance committee.
 - Shanti- tuan doesn't make sense that employees can't be officers and we need to talk about why we don't allow that.
 - Gwen – we need to review if there is a reason why then we don't want to re do everything
 - Scott – has to do mostly that they are supervisors to the GM
 - Kevin the conflict-of-interest supervisor of their supervisor is where the conflict is

IV. Monitoring Reports (6:40-7:15 pm, 35 minutes) 6:12

A. B1 (Financial Conditions and Activities)

Second quarter 2021 made \$1,020,946 does reflect a 1% reduction to the prior year, but it is above budget.

Up 10% in 2020 and is good.

Co-ops in 2020 Prepared food stations shut down due to covid. Many Coops experienced this.

Compared to other Coops, we are way ahead.

This year slightly down -1%

Up about 8%

NCG 2nd quarter increase 2020=0.9%

NCG 2nd quarter increase 2021= 4%

Two-year stack = 4.9%

Scfc 2nd quarter increase 2020 = 9,2

Scfc 2nd quarter increase 2021= -1%

Two-year stack = 8,1%

In real dollars and sales, we are six percent higher in budget

Net income for second quarter is 79892\$= 7.83% of sales

NCG co-ops net income= Q2 2021= 6,2% of sales

Silver city coop budget net income = budget 2021 =1.5 %

Year to date 6.3% 136,820

- **Accept Interpretation** Approved by consensus 6:29

- **Accept Data** – Approved by consensus

B. B7 (Communication to the Board)

- i. **Acknowledge B7** approved by consensus

- Approved for the loan.
 - Moving the cash out of the accounts was scary and able to maintain days cash on hand.
 - Debt to equity ratio 2019 =0.68 2020=48.48 2021=.22
- B7 for July- 350,129, a little under the budget
- Gross – solidly over budget
- Payroll – Determined that we wanted to give a bonus to the employees. Bonus checks went out. The total was 13,000 employee appreciation bonuses.
 - Between 300-700 -dollar payouts to the employees. Bigger check for the longer you have been at the co-op.
- Because we are starting a project
 - Going into next year, the unknown factor, achieve results first and based on certified inventory and financial results that are over target. Makes it a discretionary bonus without certain tax implications.
- July was a month with a lot of one off costs
- 800\$ in landscaping for pope street in our median
- 1000 Repair on the Dairy walk in
- 1000 Repair on the Deli Meat cooler
- 200 Repair for Walk-in freezer
- Hot water repair
- Cleaning of pope street Cleaning Service
- 4-5 thousand that all fell into the same month
- Supplies – plastic bag order
- Marketing costs- gift card for love local love
- 300\$ to climathon
 - Should be more normal next month (6:42)

- Ice cream freezer down- 600\$ repair in November.
 - part was ordered and decided not getting the \$250 compressor. Solution was proposed to get new freezer for \$3,400.
 - I. 2year warranty and 5-year warranty on the compressor. Fits perfectly into the current plan.
- Produce system not doing too well with the weather. The wet summer we have been having has been affecting the humidity.
- Postpone the inventory – concerned about members coming for outside places due to covid rising.
 - Because we have shown consistent results inventory in these past times, decided we will be okay.
- Fence removal – Andrea asked and Kevin let the farmers market do whatever they needed to do with the fence.
 - Scott-Can we roll it up down the line and use it to close off that portion again when the new food co-op is up and being worked on
 - Kevin – can still be used
- General Manager fake post on face book front desk dishwasher, supervisor, and GM
 - Told Facebook this is not appropriate. Contact seasoned.co for removal- no change
- Susan berry was given material
 - Under the assumption the dry cleaner is in a different spot
 - The one that is really there is not mapped
 - A map from 1950
 - Needs more Research
- Note Co-op Non-profit Corporation
 - Sutin Thayer Brown, Wade Jackson, (NMFA’s Lawer) working on how we solve this.
 - The title for the two buildings that we occupy, they are in the name of the prior entity.
 - That corporation dissolved and a new entity was resolved.
- Things still outstanding
 - Dry Cleaner
 - Signing Contract with White Sands
 - Survey Completion
 - Issue of the Coop non-profit that was dissolved and restarted

4 progress meetings with NMFA on loan closing
 All appropriate documents submitted
 Surveys still in progress
 Poor response and follow through from Souder Miller
 Signed contract with White Sands should take place week of 8/28/21
 Environmental reviews completed
 Mystery dry cleaner form 1948 flagged again as in 2018
 Baker Tilly and Sutin, Thayer, Browne will accept evidence that disputes the dry cleaner being on our property, articles, other evidence

V. Board Meeting Closure (7:15 – 7:30 pm, 15 minutes)

- Review task list, tabled items, if any, and calendar.
- FTP
- Julianna email Judith with the new officer rolls, and transfer of rolls
- Everyone else GMM help list check that out
- No tabled items

- 22 of September not available –
 - Julianna 15-23 unavailable
 - Shanti 17th -23 of September
- Scot or Julianna running the meeting in September
- Julianna send an email to Carol and Judith for website Wednesday on the 29th of September ,2021

Meeting adjourned at 7:42pm

VI. Executive Session on a Personnel Matter (7:30 – 8:00 pm, 30 minutes)

VII. Preparing for September Meeting

- GG article due by the 10th of the month; must be approved by one other board member prior to submission
- All applicable committees prepare meeting notes
 - **Finance Committee**
 - Review Policy B4 monitoring reports and quarterly financial reports
 - Monitor board budget
 - Recommend/confirm CPA firm and whether to do an audit or review for the next fiscal year. (Currently we have a letter of commitment with Cooper to do reviews through FY 2021)
 - Recommend annual share price for 2022 (already done?)
- Monitor Policy B3 (Asset Protection)
- Monitor policy B7 (Communication to the Board)