

Spiral Natural Foods

Board of Directors Meeting Minutes

June 10, 2020 at 6:30pm

Location of Meeting: videoconferencing via Skype due to State of Minnesota Shelter in Place order

Attendees: Lynn Gannon, Renee Thompson, Nikki Milton, Matt Malecha, Nikki Milton and Pete Maccaroni. Tammy McGinn joined meeting at 6:55pm. Absent: Annie Zastera and Jenni Garlough

ADMINISTRATION

6:36 pm

- **Call to Order** Lynn motioned to call meeting to order; 2nd by Renee. Motion voted on; passed

BOARD DECISIONS

- **Consent Agenda**

6:38 pm

- June 2020 Meeting Agenda
- May 2020 Meeting Minutes
- May 2020 Executive Meeting Minutes, Part 1 and Part 2

Lynn motioned to approve consent agenda. 2nd by Nikki. Motion voted on; passed

GM BUSINESS

6:39 pm

- **Store Report**

Matt

- May sales down 4%. Matt opted not to have the 20% in-store sale but tried to have 10% online orders.
- This month Matt is going to try Meat Case Sale this month. Orders are already coming in on the first day.
- The funds from Paycheck Protection Program (PPP) loan have been all allocated to labor.
- A/P account balances are still being paid, which is reducing totals. Aging A/P report for 3rd quarter, when comparing from January totals (\$129,000) to March (\$55,000). UNFI is still the largest A/P account (Term was 30-day but now switched to 21-day terms, which will allow Matt to budget what funds will be released for payment)
- Matt had discussion with NCG about UNFI being on contract with Spiral. Basic program will allow prices to be lower and allow to have an increase in product sale promotions.
- **Coronavirus Effects**
 - Curbside proved to be difficult because customers did not know exactly what items were in the store.
 - Store is functioning well through Shelter in Place. Sales are 35% above this time last year. No increase in payroll expenses. Average sales had been \$23,000/week but current sales have been \$39,000/week
 - Store online ordering started and listed as many as items as possible. NCG offered a different option to match UPC codes, which made listing items easier. Cost is \$20/month. Also offering wholesale options for businesses to purchase at 15% above cost. This will help other small businesses within our community. Help boost our purchases with UNFI, which may lead to a better discount rate.
- **Policy Report**
 - **B1 Policy (Financial Condition)**
 - Follow up from May. GM still not able to complete a comprehensive B1 due to some coops not having their numbers available to compare how store is doing. Coronavirus restrictions also effect B1 due to need to purchase more goods to meet the demands of increased sales. Store also had additional equipment repairs and expansion expenses.
 - Compliant: B1.4, B1.5, B1.10
 - Non-compliant: B1.1, 1.2, 1.3

Lynn made a motion to approve B1 report. 2nd by Tammy. Motion voted on; passed.

- **B2 Policy (Planning and Budgeting)**
 - Compliant for all

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Lynn made a motion to postpone accepting B2 report to July. 2nd by Tammy. Motion voted on; passed.

- **B9 Updates (Succession Planning)**

- Due to COVID-19, training was postponed. Training sessions are available online. GM started training Casey and Andrew. Gwen did not require additional training as she is up-to-date and has a substantial background for succession. Matt is dividing their individual responsibilities and will create a spreadsheet for assigned roles for succession.

BOARD BUSINESS

7:34 pm

- **C2 Policy (Board's Job)**

- Board discussed ideas to get an increase in democracy. Vicki could post what GM and Board policy will be reviewing in upcoming meeting. We could then invite members to a meeting at end of post.

- **Global Ends Policy**

- **Future Board meetings**

- Skype will continue for the time being
- Recommend moving meeting time from 6:30pm to 7pm

- **CBLD 102** **Annie**

- **CCMA Conference** **Lynn**

- Lynn has been attending the online conferences

- **Communications Committee** **Nikki**

- No new updates.
- Action plan to engage shoppers and/or members. Should include Vicki.
- Board is still requested to write articles and recipes for newsletter. These items should be sent to Vicki.

- **Owner Outreach Initiative** **Lynn**

- Phone all members

- **Q & A** – none

Lynn motioned to move into closed executive session to discuss possible store expansion, owner feedback (diversity and inclusion), and capital campaign planning. Meeting moved to closed executive session at 7:58 pm. Motion was 2nd by Tammy.

Lynn motioned to move out of closed Executive Session at 9:00 pm. Motion was 2nd by Tammy. Motion voted on; passed

Open Discussion: None

Assigned Responsibilities that resulted from Board Meeting

TASK	RESPONSIBLE PARTY	COMPLETION GOAL DATE
Newsletter content (see above in Communications section)	Board members	Ongoing

Lynn motioned to adjourn. 2nd by Nikki. Meeting adjourned at 9:01pm

Next meeting rescheduled for July 8th at 7:00pm.

Spiral Natural Foods
Board of Directors Special Meeting Minutes
June 28, 2020 at 6:00pm

Location of Meeting: videoconferencing via Skype due to State of Minnesota Shelter in Place order

Attendees: Tammy McGinn, Annie Zastera, Jenni Garlough, Renee Thompson, Nikki Milton, Matt Malecha, Nikki Milton, and Pete Maccaroni.

ADMINISTRATION

6:07 pm

- **Call to Order** Tammy motioned to call meeting to order; 2nd by Renee. Motion voted on; passed

BOARD DECISIONS

- **President Succession**
 - Due to personal reasons, Lynn Gannon is unable to complete her term as board president. Vice President, Tammy McGinn will be interim president.Nikki motioned to approve Tammy McGinn as interim president. 2nd by Peter. Motion voted on; passed
- **Vice President Succession**
 - Since Tammy is now interim president, board needs a new Vice President.Tammy motioned to approve Peter Maccaroni as interim vice president. 2nd by Annie. Motion voted on; passed
- **Board Elections**
 - Applications are due September 1st.
 - 4 positions will be up for elections
- **Ends Statement**
 - Board needs to update Ends Statement. Board members to review for July board meeting.

Tammy motioned to move into closed executive session to discuss possible store expansion and capital campaign planning. Meeting moved to closed executive session at 6:29 pm. Motion was 2nd by Annie. Motion voted on; passed.

Tammy motioned to move out of closed Executive Session at 6:40 pm. Motion was 2nd by Jenni. Motion voted on; passed

Open Discussion:

- Tammy asked for volunteers to be on the Thursday expansion calls with Matt. Peter volunteered and will join Tammy on weekly phone call.

Assigned Responsibilities that resulted from Board Meeting

TASK	RESPONSIBLE PARTY	COMPLETION GOAL DATE
Newsletter content (see above in Communications section)	Board members	Ongoing
End statement	Board members	July 8, 2020

Tammy motioned to adjourn. 2nd by Jenni. Meeting adjourned at 6:43pm
Next meeting rescheduled for July 8th at 7:00pm.