

Montavilla Food Co-operative

Minutes from Board of Directors Meeting: February 26, 2016

The Montavilla Food Co-operative (MFC) Board of Directors met on February 25, 2016 at 6:30 p.m. at Milepost 5, at 580 NE 81st Ave., Portland, Oregon.

Voting directors present: Amanda Lamb, Amy Reaney, Simone Rede, and Ellen Rubinstein

Voting directors absent: Rebecca Andersson, Andreas Moppin

Others present (non-voting): <None>

Check-In

Approval of the Minutes

The Board approved the minutes of January 5, 2016.

Approval of the Agenda

The Board approved the agenda for this meeting.

Reports of Directors

1. Discussion of Open Board Positions: All (discussion / no action)

With the recent resignations of 3 board members, the current board discussed covered the following topics:

- Should we consider meeting at a different time of the week?
- Filling the Treasurer position is our most pressing need. As we look for candidates we should consider accounting-minded people.
- As we recruit for new board members, we need to think about the open positions and the skillsets of board candidates.
 - We might focus on growing the board from current volunteers.
 - Candidates must be able to make the time to attend board meetings and do other MFC work between meetings. Expectations will include missing no more than two consecutive meetings.
 - More clearly communicate to prospective board members that their role would be to join us in leading the effort to establish a co-op, as well as to perform day-to-day functions for the co-op.
 - We need a position description. Will use as a template for any potential volunteer. The posting will state that we are looking for volunteers to help with the co-op, describe the opportunity(ties), state the expectations, and explain how to apply.
 - *Amy will post the position description(s) once it/they are ready.*
 - *Amy will contact Marine to ask whether she is still interested in serving on the board.*
 - If anyone is able to work on the description between now and the board's upcoming Saturday working session (on Feb. 27) they should prepare a draft. Otherwise, we will add writing the position description to our to-do list for the Saturday session.

- Andreas or Rebecca may be interested in serving as the board treasurer, secretary or vice president.
- In terms of the secretary's role, there are some general guidelines, but no specific template. The current format is based on what's been used historically.
- *Ellen will contact Paula to ask whether she would be willing to be the note taker at board meetings.*

2. Update on plan for amending board rules: Amanda (discussion / no action)

- The board will review and consider using CDS' template rather than trying to modify MFC's current board rules.
- *Amanda will share the spreadsheet she has been working on.*

3. Update on creating board agreements and expectations for board members: Rebecca (discussion / no action)

- Amanda shared a sample set of board nomination questions and board expectations (Appendix A).
- Tasks we need to undertake to smooth the board recruitment process:
 - Work on developing standard questions to gauge each candidate's tolerance for, and experience with, a grass-roots, volunteer-led start-up organization that is also a for-profit business.
 - Expect a certain level of knowledge about MFC. *The board should consider what we would want candidates to research, and whether there are any good historical documents for them to review.* Candidates should at least have reviewed MFC's website and some minutes from recent board meetings.
 - Figure out how we communicate our biggest challenges. We want to be transparent and not surprise anyone.
 - Ask how candidate think they could help shape the board's activities. Ask what they're good at, and how they could apply their skills to accomplish what MFC needs to get done.
 - Add a list of our committees and ask each candidate which they think they could best serve and why. Also ask which committees they are *not* interested in.
- The agreements and expectations need to be written to attract and retain members.
- Although MFC's current structure is for the Nominations Committee to present board candidates to the board, we may bypass this approach until there are more people on the Nominations Committee again.
- Onboarding and recruitment process should have more alignment with the needs of the organization
- *Ask Rebecca to share the draft of the board agreements she's been working on.* This can serve as our starting point and may spur additional ideas that she could compile.
- We may add an expectation that the board member makes a financial commitment to the organization
- Each board member must be a MFC member-owner

- Regarding the role of board members on committees:
 - The board used to require committee chairs to present their committee updates at the board meetings, but this met with some resistance.
 - It's very difficult to chair a committee and also serve on the board (e.g., Simone is chair of Outreach, Amy performs duties of Business chair)
 - It is a good idea for board members to attend committee meetings, but not to serve as committee chair. We will change text in the board agreement to something along the lines of: "...serve as liaison to one committee and attend that committees' monthly meetings ..."
That said, since we have a limited number of committees, it will be important for the board to spread itself out among committees. Thus, each committee is likely to include only 1 or 2 board members.

4. Update on Meetings with Other Co-ops: All (discussion / no action)

- Silverton Co-op is an earlier stage co-op than MFC. Jason Kodner invited Ben Cutler to come to Silverton and maybe even speak when Stuart Reid (FCI) visits on March 5 from 12-3pm.
 - *Amanda will attend and let Jason know she's planning to go.* Ellen is a maybe.
 - Good opportunity to share on Facebook.
 - MFC board needs to talk about when we should invite Stuart to Portland and how we can best use his time when he visits.
 - Raidyha and Holly Leirman might also be interested in meeting Stuart.

5. Update on Membership Engagement Working Group: Simone (discussion / no action)

- The group has 6 people: Simone, Amy, Juli, Bill, Bryce (Bill's son), Bronwyn (has some technical marketing experience). Has held 4 sessions.
- Documented/clarified the group's process. Currently drafting technical changes—such as automating emails in Civi, enhancing the sign-up form--and identifying barriers to implementing those technical changes.
 - Simone will grant Amanda access
 - Group will comment on one another's work by Monday
- Board can expect to see new materials associated with each step of the process and some instructions on what needs to be changed. A lot of it will fall to IT.
 - Geoff is taking the lead on IT
- Process begins with completion of the sign-up form and ending with the mailing of the welcome packet. Does not include volunteer engagement.
 - Removed the welcome phone call because including it in the process resulted in a big backlog.
 - Leaves open whatever we want to do for volunteer recruitment or engagement.
- Will move forward on the things that they can fix. Not yet sure how they will move forward with the pieces we can't fix within the working group.
- For survey, consult with Ellen. Might be a good project for student.

- GIS students

6. Website Cleanup: Amanda (discussion / no action)

- The plan for cleaning up the website is included as Appendix B.
- Lots of suggestions from people for improving the website. Bronwyn has re-written some page. Raidya is interested in website cleanup. *Amanda will follow-up with Radiah and Bronwynn.*
- Skills needed: User experience and copy. Canaan has copy experience.
- Social media: everything we link to should have a Facebook-friendly image associated with it. Note that rectangles are hard to put on Facebook.

Recommendations and Reports of Committees

7. Business Committee Report: Amy (discussion / no action)

a. Business Registration

MFC's business registration is included as Appendix C. We may need to submit an updated form once the board names a new Treasurer.

b. Financial Statement

MFC's April 2015 to January 2016 financial statement is included as Appendix D. Note that this document does not show the same information as Quickbooks line items.

- Does not include \$5,000 that FCI will reimburse.
- Expenses: CDS contact, Dakota Worldwide, t-shirts/totes/lawn signs, Amber, PayPal and Square is included in banking expenses, sponsorships. Including the \$5,000 from FCI, we are running about even.
- Unpaid membership is about \$13,000 based on best information in the database. Amy and Juli are working on reconciling the database and will update the unpaid membership number as that work progresses.
- Does not include in-kind contributions: monetary and goods donations are not currently tracked. The Business committee will start tracking contributions, but they will not be included in the bookkeeping records; there is no legal requirement to report contributions.

c. Budget

MFC's budget is included as Appendix E.

- MFC needs to purchase a QuickBooks upgrade for \$40
- We are using a new budget template for this year that ties to the categories in Quickbooks. Diana will update Quickbooks once the categories are finalized.
 - Have a line-item for donations. Board members and key volunteers are encouraged to be financial supporters. Information for making donations is on MFC's website. Amy will email the board with this information. We should more heavily promote the idea of making monthly donations to the co-op.
 - MFC should owe only the \$150 minimum in state taxes. Money from the craft sale was spent, so it is not taxed.

- Committee is working to understand a good ending cash goal. MFC is in a good position right now.
- We should aim for having enough revenue from non-equity sources. Most co-ops fund current activities using equity; we are not doing this.
- Some in-kind donors may want to be reimbursed.
- MFC will need to spend money in order to move forward.
- The budget update process is currently cumbersome; the Business Committee is planning to discuss ways to simplify the process.
- The board will be asked to adopt the budget in March.

d. Pro Forma Financials

- Pro forma are used to project revenue, loans, and expenses from today through store opening through the retirement of the last dollar of debt you acquire to open the store.
- MFC has a pro forma spreadsheet in place. It includes lots of estimates: number of members, store size, preferred shares, what kind of bank financing, government and other financing
- Two providers offer pro forma development services: CDS and NCGA. Since MFC is already working with CDS, it would be easier to use them for the pro forma.
 - The Business Committee contacted Bill Gessner at CDS. CDS charges \$5,000 for pro formas and he will send MFC a proposal. He said there may not be any advantages to MFC developing the pro forma spreadsheets on our own.
 - Once MFC makes decisions regarding pro forma inputs, the board will be responsible for raising the money to open the store.

8. Information Technology Committee Report

<No update>

9. Nomination Committee Report

< See #3 and #5 above for discussion on board member recruitment.>

10. Outreach Committee Report: Simone (discussion / no action)

a. Membership Engagement Plan (prepared by Amber)

- Plan has not been shared with Outreach. The Board recommends holding off on sharing the plan with Outreach for the time being.
- The committee has proposed a process for making decisions and that depends on the plan.
- Committee developed expectations on how to function as a group—e.g., agenda-setting, how to have input on what to pursue as a committee.
- Outreach could benefit from a list of activities to carry out; wants to get away from planning events month by month.
- Committee really needs a volunteer coordinator.

b. Metrics

- Metrics would be built into the proposal process. Ask people to estimate number of new members, attendees, number of sign-ups, and revenue gained from an event. Articulated in a proposal, but also capture actuals.
- Could be reported on a per-event basis or monthly basis.
- Committee pondering whether this aligns with the committee charter, with the budget (how much will it cost), and number of volunteers/volunteer hours
- Recognize that the number of new memberships is not the only gauge of an event's success—e.g., we are not allowed to sign up new member-owners at the Farmer's Market.
- Some current outreach committee members have not yet participated in an MFC event—need experienced event volunteers to assist new committee members.

11. Strategic Planning Working Group: Ellen (discussion / no action)

- After many (39) attempts to get population data for the market study, Marcia Pfeiffer now has a little information to use in updating the report. She'll send the updated report by the end of this week. The updated report will include \$/sqft sales estimates for the 3 sites, and associated retail floor sizes, the SPWG gave her.
- Notes from the SPWG's monthly discussion are on Google Drive. This month's discussion focused on outreach, and highlights included:
 - *Focusing on micro-campaigns; the right duration is 3-4 weeks.*
 - *Appreciation events are good, but should also get members.*
 - *Fundraising events that raise at least \$5,000 is worth doing; those that raise only a few hundred \$ are not worth the time.*
 - *Same with grants: we should only go for the bigger ones for make it worth our time.*
 - *Metrics for events: focus on adding new member-owners.*
 - *When thinking about where to hold events, consider: do people feel comfortable/safe there?*
 - *Don't get too hung up on diversity at this stage. Figure out who you know who can get more diversity.*
 - *MFC's mission statement mentions serving East Portland, which is much bigger than Montavilla. MFC to figure out to alignment.*

Old Business

<No discussion this month.>

New Business

12. Grant Opportunity: Amanda/Amy (discussion / action)

The Howard Bowers grant provides funding for training. Applications are due March 15. The Board needs to come up with an idea training to which we could apply the grant funding. Ideas include: equity/diversity, board governance, etc. We will brainstorm ideas at the upcoming Saturday working session.

Suggestions for Next Agenda

MFC Board of Directors Meeting
February 25, 2016 Minutes

Adjournment

The meeting adjourned at 8:45 pm

The board reconvened in Executive Session from 8:45 to 9:00 pm.

Approved by:
Ellen Rubinstein, Acting Secretary
March 29, 2016