

Montavilla Food Co-operative

Minutes from Board of Directors Meeting: March 24, 2016

The Montavilla Food Co-operative (MFC) Board of Directors met on March 24, 2016 at 6:30 p.m. at Milepost 5, at 580 NE 81st Ave., Portland, Oregon.

Call To Order

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

Voting directors absent: Andreas Moppin

Others present (non-voting): <None>

Check-in

- We'll be holding an optional Board working session on Saturday, April 9
- Amanda: CCMA Conference— *we need to let Amanda know by next Wednesday, March 30, if we are interested in going and therefore applying for scholarship*

Approval of the Minutes

- a. The Board approved the minutes of January 28, 2016, after revising minor typos.*
- b. The Board approved the minutes of February 25, 2016.*

Approval of the Agenda

The Board approved the agenda for this meeting.

- 1. Report on Food Co-op Initiative's (FCI) "Up and Coming" Conference (discussion / no action)**
 - Amy attended the conference in Bloomington, IN
 - Half of all start-ups were present
 - Path to opening a co-op has some well-worn tracks, but what worked in the 1970s and 1980s doesn't work any more
 - Many co-ops are interested in serving low-income communities; experts struggling with how to do it
 - Amy met reps from (local start-up) Silverton and Hillsboro co-ops and discussed opportunities for us to work together
 - FCI reps will be very valuable:
 - ♣ Jacqueline Hannah's "time lining" session--her starting point is square footage; that determines how many members you need, when to start K campaign, etc. Amy will follow-up
 - Amy learned info re: next steps for pro formas
 - Important for us to schedule Bill Gessner's trip to Portland re: business steps to get to opening a store—Board and Outreach Committees to attend discussions/workshops with him
- 2. Update on Open Board Positions (discussion / no action)**

- Based on talk w/ Ben S., we need to:
 - ♣ Establish calendar of events so all can see what's planned well in advance
 - ♣ Provide a handout for new recruits regarding MFC's set of expectations
 - ♣ Ensure regularly occurring meetings are happening at the "right" time (i.e., when it works best for all involved)
 - ♣ Continue meeting as a Board 1x/month for 2.5 hours (frequency and duration of our monthly meetings are good);
 - ♣ Emphasize to candidate/new Board members that this is a *start-up* and a *working* board
 - *Alyssa K-G might be able to help us find new Board members*
 - *We should contact Cash Oregon—a service of AARP—a group of very detailed-oriented people; their members may be good Board candidates*
- 3. Update on Meetings w/ other Co-ops (discussion / no action)**
- *Amanda will contact Jason from Silverton*
- 4. Update on Membership Engagement Working Group (discussion / no action)**
- Working to resolve outstanding comments
 - Once done, the document will go to Amanda by /31/16
 - Simone will then finalize the package
- 5. Update on Website Cleanup (discussion / no action)**
- Radiah and Amanda are taking the lead, as a working group: discussing whether to do a fundamental redesign right away or make incremental changes
 - Outreach has been using FB—it easier to update than the website
 - Ben S. advises having a homespun approach to website is fine
 - Board is prioritizing finding the capacity to make website changes; once that is accomplished, we'll discuss the changes to be made. However, keeping the website up to date is not the Board's responsibility.
- 6. Business Committee Report: Amy (discussion / no action)**
- a. Financial statements**
- The balance sheet and profit & loss statement are included as Appendix A and B, respectively.
 - MFC's financial status is similar to its status in February.
 - We have submitted request for \$4,600 reimbursement from FCI (under our grant).
 - PO Box expense is listed under "rent"
 - Diana is volunteer who does bookkeeping
- b. Pro Forma Financials (discussion / no action)**
- Dave Hardy has done a great job and built a complex financial pro forma statement. *The Board thanks Dave for developing first pro forma and we very much appreciate his efforts.* Through his work we have a better understanding of what pro

formas are, and how changing one variable affects others.

- MFC's challenge now is making reasonable assumptions for the inputs that feed into the pro forma, and we will need to pay someone to help us develop them. Our assumptions will set the direction for critical decisions and will affect subsequent assumptions and decisions, such as square footage.
- Bill Gessner gave us a \$5K proposal to develop pro forma financials and recommends using his template. Business committee needs to coordinate Dave's work w/ Bill's proposed approach.
- Funding for outside assistance for MFC's pro forma is included in the business committee's budget.
- Next time Business Committee meets, will recommend Board approve Bill's proposal to develop our pro formas. Bill will work most closely with Amy and Dave, though Board will be involved as much as possible.
- Although Bill doesn't usually make a site visit as part of pro forma development, Amy suggested asking him to visit and meet with us could be beneficial.
- At the end of CDS' stage 2a, the MFC Board will take all key documents, such as pro formas and market studies, and vote to affirm that opening a co-op grocery store is a financially feasible project and that we agree to move forward.

7. Information Technology Committee Report: TBD (discussion / no action)

<No update> See #5 above for discussion about website updates.

8. Nominations Committee Report: TBD (discussion / no action)

<No update> See #2 above for discussion about nominations to the board.

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

- Great meeting in early March: appreciated Board's outreach plan (from Saturday working group). No problem in getting people to step up and lead the events listed.
- Still have limited capacity; biggest challenge right now is getting more committee members.
- Eight people regularly show up for outreach meetings, only some of whom are officially part of committee; some are also on the Board and/or part of Business committee. Of the 8, everyone has stepped up to head an event.
- Each new Outreach person requires a lot of training. Self-starters w/ experience and technical savvy are easier to get up-to-speed
- Empowered responsibility—e.g., access to Civi, other tools and info that people need to do what they've committed to do
- No current membership campaign
- Pippa may run continuous membership recruitment on FB
- Ad-in-a-bag is paid for and will run soon
- Need paid data entry person
- Outreach would like a defined MFC vision—feel lack of one is holding them back. A defined vision would help in developing a new format for the newsletter, in face-to-face conversations, and with other communication tools.

10. **Strategic Planning Workgroup: Ellen (discussion / no action)**

During the group's last discussion with Ben Sandel he recommended:

- Conducting exit interviews w/ Board members who resign mid-term to learn why they left and what, if anything, could be done to retain them
- Maintaining an organizational calendar
- Finding someone other than the Board secretary to take meeting minutes; Secretary's role is to ensure minutes are taken and that they're distributed on time
- At 2.5 hours, 1x/month, MFC's Board meetings are a good during and happen at an appropriate frequency.
- Make sure we schedule celebrations, fun stuff, purely social meetings at least 1x/year.
- MFC has made a lot of progress, is much more effective than a few years ago, and is doing many things really well. We need to recognize this is a long-term process.
- In terms of IT and the website—simplify wherever possible. We can add more info later. It's fine for the website to have a very homespun feel, and to be a little rough around the edges.
- It's fine to say that we expect Board members to have some committee involvement...but we should leave it at that. Saying we want/expect each Board member to take on a special project might sound like too much of a commitment and scare people away.

Old Business

11. **Bowers Grant: Amy (discussion / no action)**

- Amy submitted the application submitted. She did not get a confirmation and does not know their timeline (it was not clear from the application materials). Amy will follow-up around April 7 if she hasn't heard from them before then.

New Business

12. **Resolution to Adopt the Organizational Budget: Amanda (discussion / no action)**

- The budget is included as Appendix C.
- **Revenue**
 - ♣ Grants: should be able to get \$10K in grants—but have not yet identified sources
 - ♣ Donations: in Board's column because the Board should take the lead in asking for donations.
 - To set a good example, the Board could also consider taking the lead in making donations, but are tabling the Board's financial obligation question for now.
 - Passively remind members they can make donations.
 - Outreach not to focus on donations right now.
 - ♣ Outreach revenue is based largely on last year's values:
 - ♣ 2016 pancake breakfast—won't have as many sponsors, but approx. same # of guests as last year

- ♣ Estimated \$5K from raffle based on Ben S.'s recommended revenue threshold of \$5K
- ♣ Member equity—need to determine membership growth rate
- ♣ *Amy will forward the Capital Campaign handbook to the Board.*
- ♣ Goals: Make sure they align w/ expenses.
 - Member goal is high and assumes 100% payment.
 - Goal of 800 member-owners is total (not for this year—beginning April 1), but # in spreadsheet needs to be 360 (=30/month) but that's a stretch goal.
 - Strategic plan envisioned having membership recruitment and volunteer plans in place by now and, based on that, aimed for 30 new members/month. Make our new member-owner goal 360 for this year—where we hope to be—it's a stretch goal.
- **Expenses**
 - ♣ *The Board approved the expenses for next month.*
 - ♣ The approved expenses for these items: advertising, bank changes, conferences (with Board approval to attend), market study, pro forma financials, NCGA, METBA, event expenses, insurance, office supplies, printing, swag, QB, tax preparer
 - ♣ The Board has not yet approved expenditures for: work with Bill Gessner, a continuation of MFC's contract with CDS, expenses to cover other consultants and paid professionals, technology, and other expenses not listed above.
 - *Ellen will contact CDS to ask about their new "as needed consulting" option.*
- *Amanda will develop a revised budget that the board will consider for adoption at our next regular meeting. Amanda will notify the Board when the revised budget is available on Google Docs so Board members can review and comment on it in advance of the next regular Board meeting.*

13. Resolution to Adopt Board Agreements and Expectations: Amanda (discussion / action)

- The resolution is included as Appendix D.

<To be discussed next month.>

14. Resolution to Amend Board Policies: Amanda (discussion / action)

- The resolution is included as Appendix E. A summary plan to revise the existing board policies is included as Appendix F.

<To be discussed next month.>

Adjournment

The Board adjourned its regular monthly meeting at 8:44 p.m.

The Board reconvened in Executive Session from 8:45 to 9:20 p.m.

Approved by:
Ellen Rubinstein, Acting Secretary
April 25, 2016