



May 22, 2014 Board Meeting

Present: Allie Evans, Brad Hill, Beth La Fleur, Norma Hernandez, Matt Stanley, Angela Sidlo, Hilary Herman, Sam Seulean

Absent: Libby Lawrence (excused)

Public present: none

Call to order.

Allie passed out the Board binders and text contents, and described the format and flow of a typical meeting. A Board Tour of the store will be scheduled; this will be part of new Board orientation. There will also be a Board in-box in the staff room, and we will post minutes on the store bulletin board. We will continue to coordinate communication between membership and board. Matthew will post the Managers Report and financials on the bulletin board; Beth will post the minutes on the bulletin board at the store. By email, Mark Albrecht indicated he will post minutes remotely from Hawaii. Beth will forward minutes to him once approved for posting. If Mark is unable to do this, Zetty or Matthew can do it. The Board store tour is scheduled for June 3, 7 p.m.

Allie discussed the surveys we collected at the annual meeting. We need two people to look through these and pull out main themes. Norma and Angela volunteered to do this.

Matthew stated there were 52 household owner votes for new Board members at the annual meeting. Brad Hill had 47 votes; Angela, Beth, and Hilary had 49. There were zero write-ins.

Allie next went through the contents of the new Board binders, starting with Board job descriptions. She would like the Secretary (Beth) to keep track of who is on the Board and when they come on to the Board and when individual terms are up for re-election. Beth agreed to do this. Allie added that if anyone is unable to come to a meeting, please let her know asap ahead of time because of decision-making. We always need 5 Board members present in order to make decisions.

Allie next went over the bylaws. Please read the, know them, refer back to them. We have a legal responsibility to know them. Matthew added we do have a insurance policy that does protect us from liability.

We currently are without a Vice President and Treasurer. Ideally we should get one of us into the Treasurer position. Ideally the Treasurer would present the financials but Matt will mentor the new Treasurer. Allie volunteered to stay President; Hilary volunteered to be Treasurer, Beth volunteered to stay Secretary; Norma volunteered to be Vice President. All officers were voted in unanimously.

Matthew next described the Financial Conditions and Activities Policies. These were developed with Holly from NCGA and they are typical of co-ops. They are base metrics for performance and we recently adopted these. These will help guide us financially.

Allie also added that it is the Board's role to review the General Manager (GM). We did that recently. We want to be sure the Board is thoroughly aware of understanding all of the functions of the Board. Any of the sections of the Board binder can be the basis of discussions; please feel free to ask questions and explore all aspects of being a Co-op Board member. Allie described our voting procedures; essentially it is modified consensus.

Allie motioned to approve the April 22, 2014 minutes; Norma seconded, all approved.

Next meeting is set for Jun 26, 2014, 7pm, location TBD. We will try to stick to 4th Thursday.

Matthew next discussed the line of credit he has been exploring with Wauna Credit Union. Having a line of credit available is fairly normal practice for co-ops. This will establish a relationship for lending for potential future projects. A line of credit is not for buying equipment or things we couldn't pay off quickly. There is no inactivity fee; only a small origination fee. This builds relationship and good to have in place before a co-op needs it. Matthew asked for approval to establish a \$50,000 line of credit with Wauna at 6.25%. Hilary motioned for approval, Brad seconded; motion was unanimously approved.

Matthew next described the recent shoplifting situation. This is the third time staff have suspected this owner, ***** Owner #*****, of shoplifting. The suspect was putting items into his bag, then placing only a few items on the counter to pay for them. He paid for those few items, then walked out. An employee confronted him, customer denied it. Matthew gave him options to present his case. The customer said he was too embarrassed to shop there anyway. The bylaws say he has to be given his membership equity back.

Angela asked about legal action.

Matthew said it's hard to prosecute these types of cases, even with footage. We do have the legal right to ban someone from the store.

Allie said we should have a clear policy about what happens if someone gets caught shoplifting. Matthew will contact peers and see other examples.

Matthew indicated there has been one other obvious shoplifter who was taking salads back into the bathroom, eating there, then leaving the empty containers in the garbage. She was told it'd be trespass if she came back. She no longer "shops" at the

Co-op. Matthew will be continuing to education staff as to signs of shoplifting and how to deal with shoplifting situations.

Allie mentioned part of prevention is increased engagement with customers. Matthew said staff is implementing the 10-4 rule; at 10 feet out, make eye contact--at 4 feet out, talk to the customer. Matthew will also be looking at inventory counts discrepancies. Also indicated with increased shopper counts, we are increasingly vulnerable to shoplifters (bad apples in the increasingly larger bunch).

Norma made a motion to revoke the membership of ***** Owner #*****. Allie seconded; all approved. Matthew will write a letter indicating he is no longer welcome and send him back his equity check.

Matthew next went through the Manager's Report, dated "May 2014". Sarah Cline is looking at helping with signs for deli/meat/produce, aprons, etc. Hilary suggested an old plank wood sign, wrapped in metal, with our logo and lighted. Matthew suggested we might be going neon. We will be patient for more brand items to come.

Matthew mentioned the Painless Performance Review training he recently went through. He has found it very effective.

We will look at 2nd quarter financials at the July meeting as the 2nd quarter ends June 30. We will also look at quartiles and how we are doing compared with other similarly sized co-ops.

Next meeting scheduled for June 26, 7 pm, Location TBD.

The shoplifting policy will be either emailed or presented at our next meeting. Brad expressed concern about wording of a shoplifting policy and legal ramifications. Matthew assured him he as spoken with the Astoria Police Department and as a private store, we can do whatever we want to.

Meeting adjourned at 8:35 pm.

Respectfully Submitted,

Beth La Fleur