

BisMan Community Food Co-op Board Meeting  
May 22, 2017  
6:00 PM

- I. Welcome!
- II. In attendance: Amanda Moen, Kevin Martin, Glen Philbrick, Paul Brown, Kayla Pulvermacher, Kyra Hill, Steve Nagel, Reese Martin, Rita O, Patrick Schleicher, Melody Lane, Carmen Hoffner
- III. Meeting began 6:07 pm
  - A. Agenda approval – Added item at VII. New business C. Motion to approve agenda as amended by Kyra. Kayla seconded. Motion passed.
  - B. Minutes approval – Kevin moved to approve minutes. Kyra seconded. Motion passed.
- IV. Treasurer’s Report – Kevin had emailed expense report for board expenses, new items were a progress payment to attorney and airfare reimbursement for Derek’s visit. Andy is to get a new agreement to Glen, need to determine an appropriate budget for legal expenses after that.
- V. Interim GM’s Report - Reese
  - A. Cash position and Bank Reconciliation – Bank rec: \$84,329; Savings: \$15,801; QuickBooks: a little behind in entering, it’s at \$43,530 but does not include the weekend sales.
  - B. Sales and trends/issues – Two weeks ago (7<sup>th</sup>-13<sup>th</sup>) was \$77,868. The birthday week was \$88,458.
  - C. COGS and trends/issues - Reviewed P&L reflecting the discounts are now itemized out. A mass journal entry for 2016 was made to itemize out discounts. 2017 entry was made through May, going forward these will be done daily. Question asked about Payroll Expense Other for March of \$34,472. Reese will check into it. Aging is around \$106,000 in 60-90+ days. Current payable aging is \$71,843, increased with heavier purchasing in preparation for birthday week. Question about credit card fees that were not listed in April – Reese will look into it.
  - D. Labor and trends/issues – An increase in sales leads to an increase in labor. There are 4 new employees – 1 produce, 1 stock, 1 meat, 1 grocery/cashier.
    - a. Paul made motion that going forward the board will receive p&l, payroll detail, & aging a few days prior to board meetings. Amanda seconded. Discussion held, motion carried 4-3.
  - E. Any issues related to other operating expenses – CBD oil lockdown was a big hit. The inventory is in a gray zone. It’s kept locked up on premises. Pigeons outside the doors are an issue – Darby will be able to take care of it when he arrives.
  - F. Volunteer Program –Rina Coleman was interested and will be sending Reese her resume. Reese is asking for one board member to attend the meeting with her. The position is to organize the volunteers within the store working with employees to determine where volunteers are able to be utilized. Steve will be the go to board member if he is available, email will be sent to board email.
  - G. Contractor Punch List – Found the paint cans, all the colors are in store. Superior Glass has been taken care of – they are working on door situation (safety sensor was getting triggered and not opening doors). Have not been able to address Timber Ridge and Dakota Refrigeration. Paul is to do a walkthrough of the store, go through the items in punch list, and come up with a dollar amount of that work.
  - H. Consultant’s Report update – Reese has gone through meat department. It is ongoing for others departments. Deli department has been itemized, Reese will go through with Darby and present it to the board at a later meeting.

- I. Birthday/anniversary party recap – It was a great success, thanks to all who were able to participate. Sarah did a great job and went above and beyond her duties. Tuesday was \$20,000 record day in sales. Reese estimated there were about 35 new memberships, but it was lower because memberships are taken care of at the register and with an increase in lines the employees don't have as much time to go through becoming a member with the customers. Glen questioned if email is sent to members after they sign up to remind them of outstanding payments, Reese said it's just a prompt at the register when they provide their member number.
  - J. Other – The hand dryer is fixed!
- VI. Committee Reports
- a. Finance – Kevin presented
    - i. Equity Campaign – Kevin and Dina met with Reese to go over logistics. Dina will attend the next marketing meeting to discuss getting a page on the website specifically for payments for the program. She's still looking for volunteers for member contacts, if you know anyone let Kevin or Dina know. During conversations with members for sustaining program, member loans can also be discussed, however the focus is on creating sustaining memberships. She was planning on rolling email out to membership on Sunday, however there's components that need to be in place so that may be too soon. Should know more sometime this week.
    - ii. Thursday at noon is call with lenders. Darby and Reese will be included on that call.
  - b. Marketing – Tabled for next meeting.
  - c. Food Policy – Kayla presented. Last meeting should be next Tuesday so it can be finalized and wrapped for the board to review at the next board meeting.
- VII. Old Business
- A. Cooperative Board Development/Retreat – Tabled from last meeting. Retreat is to help the board be better functioning as governing board rather than as a forming board. Farmers Union can provide general board training. The store is a retail grocery co-op so ideally as a board we need strategy & content training specifically for that. CDS does retail grocery but there would be cost involved for 2-3 days, including trainer's airfare. The policy register will be on next meeting's agenda. There may be online tutorials for free, information will be gathered regarding what specific content can be provided by each company and a decision can be made at the next meeting.
  - B. Employee Handbook – The currently used handbook was developed in-house with suggestions from consultants. It has a nepotism policy. Reese will forward it and Glen will forward the template from Garland and it will be discussed at the next meeting.
- VIII. New Business
- a. Transition for New GM – Darby will be here on Thursday.
    - i. Glen will go to Capital Credit Union to get his name on the account as well as to get Kevin as Treasurer on the account and to remove prior users (Troy, Desiree, Tyler, Rebecca, and Randy were all on account). Glen will call CCU prior to see what needs to be done and brought with to get it taken care of. Darby, Reese, and Kevin should be the only authorized users.
    - ii. Darby sent a partial proposal to the Board. Question was asked what does Darby need from the board to make transition smooth, he responded adequate communication. Glen will also email landlord and cc Darby to introduce him to Jerry & Renee Doan.

- b. Roof – Reese would like to have Jerry and Renee see the issues with the roof when it rains. Glen will talk with Jerry and go from there, expect about a 6 week time frame.
- c. Annual Meeting Planning – Last year it was in September. We can have the financial report was as of August 31<sup>st</sup>. Questioned whether the store had set a fiscal year-end or if on calendar year-end. Need to finalize policies before the annual meeting which shouldn't take too long, just need a bit of time to get feedback from members. The committee ideally wants 2 months so if the board has by-laws updated by end of July the timeframe for September will work. Glen and Kayla will spearhead the committee for the annual meeting.
- d. Glen received call from someone who requested a refunded membership. It is a board policy as stated in the by-laws that the board is to determine if they are allowed. Refunded memberships can be discussed once equity is greater than outstanding liabilities. Glen will return the call, and should reach out to Andy for appropriate wording. There's going to be a new pamphlet for people curious about membership and we can add in language that memberships are nonrefundable. The board will discuss after reaching out to Andy.
- e. 7:48 moved into executive session.