

BisMan Community Food Co-op Board Meeting

July 17, 2017

6:00 PM

- I. In Attendance: Susan Ostby, Rita O'Neill, Carmen Hoffner, Glen, Paul, Kevin, Amanda, Hannah (via phone conference), Mandy Dendy, Darby (via phone conference); Steve; Pat Schleicher

Start 6:03PM

- II. A. Agenda: Kevin made a motion to add letter received as other business; Amanda 2<sup>nd</sup> Motion passed, agenda was approved as amended.
- III. Minutes will be available for next meeting due to technical difficulties
- IV. GM Report:
  - a. SMOP Update:
    - i. 12-15 estimated already signed up
    - ii. CMS server should be activated tomorrow. Sustaining member to be integrated in the POS – it should automate in the system just by clicking a check mark
  - b. Carmen and Rita are helping with member signups at front end. Darby's time is being taken up by reporting, payroll, and HR, but he's hoping that Robyn will be able to help with that.
  - c. Cash Position/Bank rec: still haven't determined exactly what the adjustments are for in the item corrections – Darby will look at it tomorrow. He suggested individual cash drawer reconciliations. Mandy suggested that the scale comes up really high on Till 3 which increases amounts, so that could be why the item corrections are so high.
  - d. Sales trends: Last week was 69k; He's thinking of asking departments to go to a 1 month marketing cycle rather than 2 weeks to reduce pressure on labor to rotate and also to allow monthly shoppers to see it and more frequent shoppers to take advantage of specials additional times
  - e. Labor – Payroll has gone down. Darby noted that QuickBooks can automate payroll.
  - f. Inventory – He has not made much progress. The scanners are not working, he had to update them. There is a July 25<sup>th</sup> deadline for inventory.
  - g. Kupper events – dates set for: Thursday (Bismarck) and Friday (Mandan). They're purchasing large amount of potato salad. Darby will be promoting the coop at these events. Discussed ideas to have Kupper promotions for employees to receive memberships and ways to get capital upfront.
  - h. NDREC – Their board meeting starts at 10am. Kevin and Darby will discuss arranging new loan terms.
  - i. Other – Training is going to be set up for new employees and others who have not been trained in on ECRS for basic training for the POS system
- V. Committee Reports
  - a. Finance
    - i. Tax return – An extension will need to be filed soon

- ii. Capitalization Threshold – The Board should determine a threshold so that property and equipment under a certain amount would be expensed rather than capitalized over several years.
    - iii. Fixed Asset List – In QuickBooks there’s only transactions listed, not what the fixed assets are. For the tax return we will need to know what each asset is. Amanda and Robyn will work through this, will ask Tyler if he has a listing.
    - iv. IRS Determination Letter – Will look in dropbox, should keep a copy of it on file.
    - v. Dina is making calls solo for the SMOP and is looking for additional volunteers.
  - b. Marketing – no new updates.
- VI. Old business
  - a. Employee handbook
    - i. Combined the Garland report with edits into one document. Included that any grievances with the GM are to be communicated with the Board. Included nepotism – grandfather in those family members already working together, however the GM will do all performance reviews and raises rather than the family member. Updated wording of Director of HR to the immediate supervisor. Tracking hours paragraph was added per Garland. Updated date to July 2017
    - ii. Amanda made motion to accept the handbook as amended, Paul seconded. Motion passed, revised employee handbook was approved.
  - b. Annual meeting planning – cannot use Evangel. Century Baptist can fit 200 people at tables, \$100 to rent, can cater but no kitchen there until November, also they have to handle the sound system, so \$150 for the tech guy, no matter what tech we need. Trinity – he will call back. Will call Good Shepard back. Will check out Burleigh County 4H. Guessing 150-250 attendees but will be asking for RSVP.
  - c. By-laws and election
    - i. Termination clause: updated that a member will have the option to appear before the board, and that the vote is made by the board. Updated special meetings clause for wording of the presentation of a petition and to add a time limit to when the Board will circulate the petition as 10 days after the next board meeting. Will add the formal definition of “active member” for a vote at the next board meeting
    - ii. Election policy – will be discussed at August 7<sup>th</sup> meeting
- VII. New business
  - a. Discussed the letter received by the board
    - i. Regarding conflict of interest, there are actually 6 members, not 5, but there is nothing in the by-laws regarding conflicts of interest in the board. Only 2 members are selling to the coop, not 3. We will follow up with Garland to see if there’s a way to include a policy in the by-laws regarding disclosing and handling conflicts of interest in board members.

- ii. Discussed employees/managers selling their own product within the store (Pear'd, Mighty Missouri, Larry's spices). May need to add a conflict of interest policy to ensure vendors all receive fair treatment.
  - iii. Mandy questioned the manager salaries account. The Board determined that each department (hourly and salary) should have a separate account so that manager wages can be allocated correctly to departments.
- VIII. Paul motioned to enter executive session, Steve seconded. Entered executive session at 7:50.