

MACOMB FOOD CO-OP BOARD MINUTES

December 4, 2018

BOARD MEMBERS PRESENT: Margaret Ovitt, Randy Powell, Tim Mealiff, Rose Elam, Dusty Berg, Ann Knowles, Maureen Wallen, Jeanne Nehls

OTHERS PRESENT: Crystal Kepple, Pam Rands, Brenda Sayre, Larissa Berg

The meeting was called to order by Margaret at 6:33 pm in the WIRC office.

APPROVAL OF MINUTES. The minutes of the October 27, 2018 Annual Meeting were approved with a motion and a second by Randy and Jeanne. The motion was approved unanimously.

The minutes of the November 13, 2018 meeting were approved with a motion by Dusty and a second by Ann. The motion was approved unanimously.

CHAIR COMMENTS. It was moved by Jeanne to invite Jacqueline Hannah to Macomb for a Board training, to be held on Saturday, January 5. Randy seconded the motion. The motion approved unanimously. Dusty made a motion to hold Board meetings on the second Mondays of the month at 6:15 pm in Macomb City Hall's community room. Ann seconded the motion. After discussion, the motion was approved unanimously. Crystal's attendance will not be required, only if she feels the need to address the Board. Her report will be sufficient. Jeanne will be the Board liaison to report to Crystal.

Meeting with Chris Pumo. Dusty, Jeanne and Pam will meet with Chris Pumo on December 6th to discuss the Co-op's recent Workers Compensation audit and subsequent \$497 cost. Dusty offered to be our insurance liaison.

November 16 Special Meeting. The special meeting resulted in the following actions: the Board decided unanimously to hire Dave Swanson, an attorney specializing in cooperative legal issues, to advise the Board about the Sarah Kaplan letter presented by the Gordon Rands at the November 13 Board meeting regarding the Board election to fill partial term vacancies. It was moved by Randy and seconded by Rose to authorize the expenditure of \$1,000 for Joel Brock's POS on-site training. That motion passed unanimously. Pam asked if she will get a copy of Swanson's letter, to which Margaret responded yes. Pam asked how the \$1,000 was being paid? Private donations have been made to fund part of the cost.

STORE REPORT. Randy spoke with Jay of MDTC, who has not had a chance to do rent comparisons. The Co-op's rent is to stay the same in January.

RESIGNATION. Randy announced that he wishes to resign from the Board. He will still serve on the Store Committee and the Lunch Hour Coverage Committee. His resignation was accepted with regret. Dusty offered to serve as a point of contact with MDTC.

STORE MANAGER REPORT. Crystal's written report was presented. January 8 is the intended date for Joel Brock's POS installation. Joel's total travel is \$1,015; his total labor and equipment is \$4,296.30. \$1,000 has been paid. (\$3,500 was given to the Co-op by an owner to purchase the POS at the August 28 Special Meeting.) Joel has split the cost into eight month increments; our next payment to him is due at the end of December for the amount of \$470.90. Crystal is considering taking vacation the last week of December. Discussion about closing the store that week followed. We may try to cover the week with volunteers. Dusty will check with Sue Scott at the Museum about the Celebrate Local date.

OLD BUSINESS.

PURCHASING/ORDERING POLICY. It was moved by Randy and seconded by Dusty that Crystal, or someone she designates, will be responsible for ordering store supplies/food. The motion passed.

NEW BUSINESS.

- Macomb Area Chamber of Commerce membership benefits and fee of \$200 was discussed. No action was taken.

- Pam reviewed the bookkeeping tasks she is or has been performing for the Co-op. She reminded the Board that the credit card payment is due the 26th of each month and can be paid at the bank. It cannot be late to avoid a late charge. Tim asked if the bank could auto deduct? Pam wasn't aware that it could be. She strongly suggested the Board discontinue paying Carey Calculations \$40 per month to do the checkbook and credit card statement balancing each month. That is automatically done by use of the spreadsheet. Quickbooks is connected to the Co-op's bank account. Pam said that Quickbooks is capable of much more. Margaret may know someone who can work with Quickbooks. Pam said three administrators are allowed and there is a "Read Only" feature. Tim asked if Pam could download her Quickbooks files? She responded not that she is aware of. The Board had previously voted to subscribe to Quickbooks on-line to save money. Pam said that a Board member needs to work with Pumo Insurance to review our Workers Comp and General Liability policies. There is a Domain renewal (in 2021), annual Domain privacy fee, and annual Domain name that have to be watched for. The Office 365 subscription is due annually. The Department of Ag does a scale verification in August every year and we are billed for that. The State of Illinois Annual Corporate Report filing is difficult, reporting shares sold and new Board members, due in March. Brian has prepared this form before.

Pam questioned paying Carey Calculations \$300 per month for things she is willing to keep doing and that the Board knows we cannot afford. Margaret explained that Cindy at Carey Calculations is working on preparing a balance sheet so that the 2014, 2015, 2016 tax returns can be filed. Pam said that she had given that information to Cindy.

Pam asked for a reason that she and Gordon were not seated on the Board. Margaret said that a letter from Dave Swanson as well as an accompanying letter from the Board will be forthcoming. Pam submitted a petition with 30 owner signatures, calling for an additional election.

- Rose asked who is watching the Co-op's checkbook balance? Crystal and Pam are. Jeanne brought up Crystal's November 5th email titled Treasurer and Bookkeeping Duties and asked if Crystal is doing those tasks now. Crystal said she does not know how to do all those tasks. Dusty said this is the reason we need a Finance Committee. Pam was thanked. It was acknowledged that there had been a lack of communication with her. Randy made a motion to allow Pam to continue her bookkeeping duties. Ann seconded the motion. The motion passed unanimously.
- Tim and Pam agreed to meet regarding financial record-keeping.

EXECUTIVE SESSION. Rose moved to enter into ES at 8:27 pm. Ann seconded the motion. The motion was approved unanimously.

EXIT EXECUTIVE SESSION. The Board exited ES at 9:35 pm. Action taken:

POLICY ADOPTED. Crystal's overtime hours. From this day forward, Crystal will be paid for her overtime hours rather than accruing compensatory time.

Dave Swanson's letter. Dave Swanson's letter of legal opinion regarding the Macomb Food Co-op's **election of officers as valid** was placed on record.

UPCOMING EVENTS.

January 5. (Saturday) 10-6:00, Board training with Jacqueline Hannah, Macomb Public Library community room

January 14. (Monday) Board meeting, 6:15 pm, **Macomb City Hall community room**

2019 Celebrate Local is not planned

ADJOURNMENT.

The meeting concluded at 9:37 pm.

Respectfully,

Rose Elam, Secretary