

**Macomb Food Co-op Board Meeting Minutes**

**February 18, 2019**

Present: Margaret Ovitt, Tim Mealiff, Rose Elam, Dusty Berg, Ann Knowles

Staff: Crystal Kepple by telephone

Guest: Larissa Berg

TOPIC/ACTION	NOTES	ACTION ITEMS
6:15 pm Board Education	<ul style="list-style-type: none"> <li>■ Reviewed Jacqueline Hannah’s Board Functioning Stage 2 handout</li> <li>■ Reviewed Roberts Rules of Order Cheat Sheet handout</li> </ul>	
Call to order at 6:27 pm		
Review & Approve Agenda	Margaret requested addition Motion: Knowles / Second: Berg Vote: approved as presented with addition	Consent to add Purchasing Policy to Agenda
Member Comments	None	
January 14, 2019 Board Meeting minutes	Motion: Berg / Second: Knowles Vote: approved as presented	
Review Action Items	Outstanding items: Garage door sweep ----- Bathroom door closer	Dick Marcott will fix the door ----- Margaret will touch base with Maureen
Policies and Procedures <ul style="list-style-type: none"> <li>■ Roberts Rules of Order</li> <li>■ Approve Revised Producer Guidelines, using information provided by McDonough County Health Department, and edits made by Ovitt &amp; Kernek</li> <li>■ Purchasing Policy</li> </ul>	Adopt the use of Roberts Rules of Order Motion: Mealiff / Second: Knowles Discussion Vote tabled until March 11 meeting ----- The Board reviewed the revisions Motion: Knowles / Second: Mealiff Vote: Approved Revised Producer Guidelines with minor edits and modified formatting ----- The Purchasing Policy that was adopted December 4, 2018 was amended to include “Payment for purchases should be made directly with the Co-op credit card or through its own checking account.” Motion: Elam / Second: Berg Vote: approved	Margaret will order a copy of Roberts Rules of Order to have on hand at meetings. Dusty will order his own copy.
Board Business: Finances <ul style="list-style-type: none"> <li>■ Withholding Tax - Informational</li> <li>■ Taxes &amp; Bookkeeping/Finance Advisory Committee</li> <li>■ Court Order- Informational</li> </ul>	Withholding taxes are paid quarterly, based on hours employees work ----- Ovitt is attempting to find a way to get back taxes filed. She proposed forming a Financial Advisory Committee with experts to give advice.  Motion: Berg / Second: Knowles The Board supports Ovitt gathering resources on how to get back taxes filed as well as setting up a Financial Advisory Committee. Vote: approved	Margaret will ask Cindy @ Carey Calculations to file an extension for 2018 since the 2014, 2015, 2016 and 2017 taxes haven’t been filed

	<p>-----</p> <p>Payments are being made on the bad debt to the Co-op.</p>	
<p>Board Business: Store &amp; Online Market</p> <ul style="list-style-type: none"> <li>■ SOS Filing</li> <li>■ Lease</li> <li>■ Increase Sales</li> <li>■ Store Redesign</li> </ul>	<p>Ovitt said this filing is the responsibility of the Co-op Secretary according the Little Book of Boards.</p> <p>-----</p> <p>A lease may provide protection to the Co-op.</p> <p>-----</p> <p>Discussion about conducting a survey vs. using a Focus Group. The Board chose the latter.</p> <p>-----</p> <p>The Tea Sampling and Sitka Salmon Saturday events were overwhelmingly successful.</p>	<p>Ovitt will give Elam the necessary information. Elam will take care of the filing by the May 1 deadline.</p> <p>-----</p> <p>Berg will look into the pros and cons of asking for a lease.</p> <p>-----</p> <p>Ovitt will contact John Gruidl about using a Focus Group</p> <p>-----</p> <p>Ovitt will seek out ideas at the Up and Coming Conference. What weekend in March or April can we do this?</p>
<p>Reports:</p> <ul style="list-style-type: none"> <li>■ Market/Store - Informational</li> <li>■ Producer Meeting - Informational</li> <li>■ Events Committee - Informational</li> <li>■ Treasurer - Informational</li> <li>■ Communications - Informational</li> </ul>	<p>Kepple reported starting the cash register round-up on the Sitka Salmon day; no figures from the round-up are available yet. Crystal's written report was available for Board review.</p> <p>Consignment changes: beginning March 1, we will change to a 20% margin, essentially a 25% markup, up from the current 20% markup.</p> <p>-----</p> <p>Knowles: the next Producer Meeting is February 19. Topics include the POS system; margins vs markup; product labeling; outdoor markets; farm tour feedback; Silent Auction &amp; possible donations; product demand; the Health Dept. will present information; LFM update; and what can we do for them.</p> <p>-----</p> <p>Berg: the Silent Auction theme is "Taste of the Macomb Food Co-op". The next meeting is February 19 and weekly until the event. Donated items are starting to come in.</p> <p>-----</p> <p>Treasurer: Mealiff reported a bank balance of \$3,149 as per Crystal's report.</p> <p>-----</p> <p>Communications: Photos are needed of three Board members for newsletter.</p>	<p>Kepple will send the video to the Board regarding markup vs margin.</p> <p>Margaret will invite John Gruidl to our February 25<sup>th</sup> work meeting.</p> <p>Crystal will be asked to take head shots of Mealiff, Knowles, and Nehls for the next newsletter.</p>
Review New Assigned Action Items		Action items can be found in this column.
Enter Executive Session	<p>Enter into Executive Session at 8:10 pm</p> <p>Motion: Elam / Second: Mealiff</p> <p>Vote: approved</p>	

Exit Executive Session	Exit ES at 8:25 pm Motion: Elam / Second: Knowles Vote: approved	
Action following Executive Session	<p>The Board acknowledged receipt of an Owners letter of February 6, 2019.</p> <p>-----</p> <p>The Board acknowledges receipt of a petition that was served to the Board at its December 4, 2018 meeting.</p>	<p>Elam, on behalf of the Board, will send communication to the Owners, acknowledging receipt of their letter.</p> <p>-----</p> <p>Let these minutes reflect the receipt of the petition and that the Board has chosen not to take action on the petition as the petition is requesting an action that is not valid in accordance with our Bylaws and with consultation from outside counsel.</p>
Adjourn at 8:27	Motion: Dusty / Second: Tim Vote: approved	
Upcoming events	February 25 Board work meeting March 23 Silent Auction April – store’s 3 <sup>rd</sup> anniversary	