

**Minutes**  
**Food Front Board Meeting**

**Monday, August 22, 2011**  
**The Watershed, Hillsdale**

**Board Members Present:** David Richardson – *Vice-President*, Rupert Ayton – *Treasurer*, Evan O’Neill – *Secretary*, Linda Jauron-Mills, Russ Nelson, Joy Orevik, Jan Wichert, Faye Yoshihara.

**Absent:** Brandon Rydell – *President*, Nate Mason.

**Also Present:** Holly Jarvis – *General Manager*, Gretchen Westlight – *Administrative Assistant*, Joe Bailey – *Assistant Secretary*, Jessica Miller, Kathleen Wood (owner).

Board Vice President David Richardson called the Board meeting to order at 6:12 pm. **Six Board members are required for quorum; 8 were present at start of meeting. Require 5 votes for majority.**

## **OWNER & GUEST COMMENTS**

Kathleen Wood introduced herself and expressed her interest in considering serving on Food Front’s Board. She has been an owner for several years and knows Faye professionally. She is looking for a way to contribute to the community, possibly by serving on a non-profit board. She says, “Great job!”

## **GM REPORT**

- This month Northwest sales are up 8%, and Hillsdale sales are up 23%. Deli sales at Hillsdale are up 36%. Average basket sales are up at Hillsdale.
- The new Northwest Store Manager, Christine Haran, has been on the job for 3 weeks. Please introduce yourselves the next time you’re in the store.
- There will be a new position at both stores, essentially an assistant to each Store Manager.
- Work with NCGA is going well. The Deli consultant will continue to work with us, switching from focusing on Hillsdale to NW. We will also have a consultant from the Bellingham Coop work with the Deli.
- Hillsdale upcoming changes: a new packaged salad cooler, along with other moves in the Produce area.
- Northwest upcoming changes: checkout stands will be replaced, and the side area around the Deli will be reconfigured. Exterior and interior painting will bring the colors in line with the new palette.

## CONSENT AGENDA

**All 8 members present affirmed that they had read the Packet.**

A report on the Annual Meeting was added to Board Development Part II section.

Rupert noted L7 was in Board packet and thanked Holly; David commented that L4 was more concise this month.

Linda Moved to accept the Consent Agenda as modified; Jan Seconded.

**M/S/P unanimous (8 for, 0 opposed, 0 abstain)**

## BOARD DEVELOPMENT – PART I

### Audit Results

Rupert provided a summary of the audit results. The auditors met with Management and Board Executive Committee. Their report made recommendations for improvement, but found nothing they categorized as deficiencies. The Executive Committee believes that, because of the difficulties of working with our current auditors, we should do an audit next year with a different firm, and recommends Meyer. They are located in the mid-west, but they do have a relationship with a local firm. More research is required, and we will need to solicit an official bid. This should happen within the next 2 months so they will be on board in time for year-end inventory in March. **Management will bring a proposal to the October Board meeting.**

### PSU Project

Evan discussed the autumn PSU project. The focus is rather broad, and we may want to narrow it for the future to be more in line with our strategic direction. Faye is willing to be the point person for this fall's project since she will be teaching at PSU's School of Business. Suggestion: focus on defining "regional food system" and how Food Front fits into it. We might also consider working with the School of Urban Planning, since our interests are broader than those of the School of Business. Faye will look into that as well.

Rupert initiated a discussion on the appropriate amount for a Food Front donation for PSU's last project. Faye indicated that between \$1,000-2,500 is quite normal and appropriate for what we received from them. **Based on the above parameters, the Board unanimously agreed to delegate the donation amount to Holly.**

## 401K BOND CHANGE APPROVAL

Holly provided a 401(k) change approval form. The bonding company for Food Front's 401K plan requires Board approval and signatures to change Lee Lancaster's name to Joe Bailey's as a bonded trustee.

Linda Moved to approve the resolution, Russ Seconded.

**M/S/P unanimous (8 for, 0 opposed, 0 abstain)**

Holly circulated a copy to collect the necessary signatures.

## **BOARD DEVELOPMENT – PART II**

### Strategic Planning

David discussed the strategic leadership model. The Board needs to give more direction to the GM so she can turn the Strategic Plan into specific goals. Faye tried to integrate material from a variety of sources that the Board has already been working on, and handed out a very rough draft for a strategic leadership model. This is also an opportunity to test drive the new Ends. The next step is to create a work group of both Board and Staff to refine it. David, Faye, Evan, Linda, Brandon, Joe, Jessica and Holly volunteered to work on the next steps. David will coordinate scheduling.

### Annual Meeting

Jan distributed a schedule and duties list for the Annual Meeting:

- Board Members should arrive at 5pm to help set up. Russ and Jan will be at the Registration Table. Linda and Faye will count ballots.
- Instead of informal mingling, Jan suggests that we hand out a questionnaire to encourage members to seek out Board members. She distributed a draft questionnaire, and welcomes additional questions or revisions.
- Please email Jan if you are not going to be at the Annual Meeting by 5pm.
- What might we do (raffle? other?) to create an incentive for more members to attend? Consider changing “meeting” to “celebration.”

## **BREAK**

Jan Wichert left the meeting during the Break. **New quorum count: 7 members are present. Require 4 votes for majority.**

## **NEW BUSINESS**

### Board Meetings

Joy proposed that we move from Mondays to Thursdays, or Wednesdays. David surveyed everyone present and will consolidate and share the results. Management will also look into getting a better-equipped meeting room to facilitate teleconferencing or other remote participation. The benefits of having a consistent meeting location were also discussed.

## **OLD BUSINESS**

### Bylaws Related Policy Changes

Faye and Russ reported that the subcommittee is still considering whether G8 should be an L. We are about 50% done with reconciling the Bylaws changes with the Policy Register.

### Upcoming Financial Trainings (Sept. and October)

The need for mandatory Board participation was discussed. Board also discussed including financial trainings as part of regular Board meetings. Joe welcomes input on what to cover; he will be talking with Rupert and Holly, as well as the regular instructor, to tailor the material to Food Front's specific situation.

### **NEXT MEETING**

#### September 26, Holiday Inn, Northwest

- See information listed on the Consent Agenda.
- The deadline for the December issue of *Front Lines* is November 15<sup>th</sup>; please share article ideas with Linda. The new Ends is the probable topic.
- Email Jan if you are not going to be at the Annual Meeting by 5pm.

Evan Moved to adjourn; Faye Seconded.

**M/S/P unanimous (7 for, 0 opposed, 0 abstain)**

Meeting adjourned at 7:25 pm.

**Minutes submitted by Gretchen Westlight.**