

Spiral Natural Foods  
Board of Directors Meeting Minutes  
January 14, 2024, at 1:00 pm

**Location of Meeting:** Spiral Co-op

**Attendees:** Tammy McGinn, Leigh Arnoldy, Amanda Olson, Sue Taylor, Katya Rouzina, Brandon Lovejoy, and Matt Malecha - Annie Zastera

**Absent:** Jess Settergren

Call to Order at 1:12 pm: Tammy motioned to call the meeting to order, seconded by Amanda. The motion was voted on and passed.

**Administration** 1:12 pm to 1:12 pm

- **Consent Agenda - Tammy 1:12 pm**
  - December Meeting Minutes
  - Agenda for Afternoon's Meeting

Tammy motioned to approve the consent agenda and minutes. Leigh seconded it. The motion was voted on and passed.

**GM Business** 1:12 pm to 1:38 pm

- **Store Report - Matt 1:12 pm**
  - We had a pretty good quarter. We had an increase of about \$40,000 from the previous quarter
  - Everything is broken into total cost, total profit, and total profit to sales. That helps with comparing to other metrics available
  - We have been able to purchase more goods, with more profitable power
  - Our days of payables have improved based on sales
  - We have a few open positions - fresh assistant, front-end, & admin help
  - Time of year to do staff reviews
  
- **Building Sale Options - Matt 1:25 pm**
  - Matt received an email from the landlord informing him that she had received an offer to purchase the building. We have the first right to counteroffer.
  - Matt discussed with the bank to discuss numbers and realities
  - We have three years, with a five-year option to extend our lease either way - We started the lease in Jan 2022.
  - Right now, the property most likely isn't going to be valued at the price offered right now
  - Matt suggests that we do nothing right now, discuss with the new owner, and see where that takes us
  - There was a request to fix a few things before the current landlord leaves

**Board Business** 1:38 pm to 3:09 pm

- **Policy Review - Tammy 1:38 pm**
  - A - Global Ends Currently Reads  
*Spiral Food Coops exists:*

Spiral Natural Foods  
Board of Directors Meeting Minutes  
January 14, 2024, at 1:00 pm

- *To be a trusted source of affordable, healthy, local foods and services for all*
- *To empower the local economy through relationships with local farmers and small businesses*
- *To be a safe welcoming community where all are valued*
- *To provide an opportunity for shared member ownership to our resources*
- Governance Policies Expected from the GM
- Governance Policies Expected from the Board Members
- Went through Each Section (A, B, C, & D)
- Decided everything is still up to date and accurate
- Possibly review each policy as we go monthly so we have something concrete to discuss next year – We will add one last question at the end of each Google form, asking if any wording should be updated

Tammy motioned that we accept the Policy Register as written, with the board self-monitoring system. Leigh seconded it. The motion was voted on and passed.

- **GM Policy Review/Evaluation - Tammy 2:02 pm**
  - All policies were submitted on time
  - All B Policies, minus B1 Policies, were compliant
  - Each quarterly B1 had non-compliant portions. Matt gave reasons and plans to improve each time.
  - Because of outstanding loans and improvements, we were officially upside down for a while.
  - The board will need to create a document, meet with Matt, and create an evaluation of the GM.
- **Executive Positions/Board Member Seat - Tammy 2:10 pm**
  - We have one open seat - Tammy motioned to accept Sue Taylor for the position. Leigh seconded it. The motion was voted on and passed.
  - President - Amanda Olson - Tammy nominated, and Leigh seconded it. The motion was voted on and passed.
  - Vice President - Tammy McGuinn - Leigh nominated, and Amanda seconded it. The motion was voted on and passed.
  - Secretary - Leigh Arnoldy - Amanda nominated, and Tammy seconded it. The motion was voted on and passed.
  - Treasurer - Jess - Tammy nominated, and Sue seconded it. The motion was voted on and passed.
- **GM Policy Review/Evaluation Part 2 - Tammy 2:16 pm**
  - Amanda, Tammy, & Sue will sit in with Matt
  - Board members should go through and review the B1 policies, look at the GM personnel folder in Dropbox, and discuss.

Spiral Natural Foods  
Board of Directors Meeting Minutes  
January 14, 2024, at 1:00 pm

- Amanda will go in and give specifics and add it to Dropbox within a week.
- The Board will review that document, discuss it, and then the group will meet with Matt
  
- **2024 Board Calendar - Tammy 2:22 pm**
  - We currently have a Google Calendar
  - Add new members to the Calendar
  - Add any pertinent information to the calendar
  - Add CBLD info to the calendar
  - Add the Board Budget deadline & Events to the calendar
  - Meeting Times: Online, stick with the second Wednesday of each month at 7:00 pm via Skype. In-person quarterly meetings will still be scheduled each time the meeting prior.
  - \*\*The February meeting will fall on Valentine's Day, so that meeting will be held on February 7th instead
  - The next in-person meeting will be April 7th at 1:00 pm
  
- **Event Planning - Tammy 2:51 pm**
  - Taproom Takeover - January 25 from 6-9 pm
    - Coloring pages, Bring signage, Free snacks, Flyer for where \$ is going
    - Give the takeover money towards the current round-up cause
  - 45th Anniversary Sale - February 10th from 11-2
    - Board presence requested – Leigh, Katya & Amanda
  
- **Communications Committee - Tammy 3:04 pm**
  - Katya will take over for Leigh
  - Sue & Brandon will assist
  
- **Code of Conduct & New Member Form - Tammy 3:05 pm**
  - Fill out and place in board box by next week
  
- **Next Meeting Review - Tammy 3:08 pm**
  - GM Evaluation
  - Board Budget Discussion
  - C5 - Directors' Code of Conduct
  - B1 - Financial Condition

There was no need for an executive session this evening. Everything was covered, and we are up to date with information.

Spiral Natural Foods  
Board of Directors Meeting Minutes  
January 14, 2024, at 1:00 pm

**Open Discussion:** None

**Assigned Responsibilities that resulted from Board Meeting:**

<b>Task</b>	<b>Responsible Party</b>	<b>Completion Goal Date</b>
Add a bonus question at the bottom of each Google Policy Form to add wording to check-in	Annie/Leigh	Before next meeting
Go into more depth of the B1 Policies	Amanda	Within a Week
Discuss with Matt	Amanda, Tammy, & Sue	Prior to the February Meeting
Attend a CBLD101	New Members	As soon as possible
Add new members & Update calendar	Leigh	As soon as possible
Respond to group text with a name	Everyone	As soon as possible
Fill out Conduct & New Member Forms	Everyone	By next meeting

Tammy motioned to adjourn. It was seconded by Amanda, voted on, and passed. The meeting closed at 3:09 pm.

The next meeting is scheduled for Wednesday, February 7, at 7:00 pm.