

Spiral Natural Foods  
Board of Directors Meeting Minutes  
August 11, 2021 at 7:00 pm

**Location of Meeting:** video conference via Skype due to COVID restrictions

**Attendees:** Tammy McGinn, Jenni Garlough, Annie Zastera, Leigh Arnoldy, Dina Sagan, Jenn Bierma, and Matt Malecha -- Absent: Pete Macaroni

**Administration 7:06 pm**

- Call to Order: Annie motioned to call the meeting to order, seconded by Leigh. Motion voted on and passed.

**Board Decisions 7:06 pm**

- **Consent Agenda - Annie**
  - July 2021 Meeting Minutes
  - July 2021 Executive Meeting Minutes

Annie motioned to approve the consent agenda. Dina seconded it. The motion was voted on and passed.

**GM Business 7:09 pm**

- **Store Report - Matt 7:09 pm**
  - Another month finished up - 3.5%!
  - Big sales gain in every department, except wellness
  - We paid into a joint liability fund through NCG when we joined - Because our finances have been better than expected, they gave us money back and paid off some debt
  - We issued a check to the member who requested it last month
  - We have a volunteer/member who would like to help with our online presence - He will come up with content and then get approval prior to posting on things like Twitter and Instagram
  - Mike & Brenda are doing great. We have two more employees leaving us down the road, all for great reasons but still leaves us with some open spots
- **Patronage Decision/C Shares Dividend- Matt 7:15 pm**
  - We have actually shown a profit, although not huge but we need to discuss what we want to do
  - This is the time when we would discuss patronage, which is announced at the annual meeting
  - Patronage is based on sales to all members - You would get a percentage refund based on your specific shopping, up to a specific amount. People have to stop in within a certain period. If they don't, it then becomes income towards the co-op
  - There is a minimum of a specific amount to receive a patronage
  - Total money would be about \$7000 - \$8000 going out
  - Dividends are discussed before the end of the calendar year and issue money to C-share holders
  - Dividends are a check written to the share-holder, Patronage is credit at the store which would come back to us
  - Matt will work on actual numbers on what patronage vs dividends vs other options would realistically look like

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- **B1 (INFO) - Matt 7:26 pm**
  - This is a report on the whole year's worth of financial information
  - During the pandemic was rough - We were paying Hero pay and for Marketing
  - Wellness creates a high turnover rate but each item has a high dollar amount while sitting on the shelf - It can skew our turnover rates because of it
  - NCG Basics gave us great pricing and other helpful things but also created our inventory go up to carry more items
  - There were pockets of different growth but overall, from June on, we've been going up
  - We have flyers out, sales and advertising to help sales growth and getting people in the store
  - Typical co-ops are showing a net income of -6.4%. We actually showed just around 1%
  - We had 169 new members this year!
  - We have reduced our debts by leaps and bounds from the last report!
  - We will have our CPA do a financial review this month, per NCG requirements. She has so far declared everything as compliant but will be giving us a full report shortly.

Tammy motioned to approve the B1 as mostly compliant, with the two sections having a plan in place. Jenn seconded it. The motion was voted on and passed.

**Board Business 7:56 pm**

- **C6 Policy - Tammy 7:56 pm**
  - Everything was relatively straightforward
  - The one issue was for our treasurer, who technically should be researching grants, loans, etc. The consensus was that our Treasurer isn't doing that but also that not everyone knew this should be happening. It was partly because the knowledge wasn't passed along and training hasn't been there.
  - If someone knows how to write grant proposals, then we can go forward. If we don't have that resource, then we can reach out to Columinate or other sources for help and training.
  - Many of the grants require financial reports so Matt is happy to help on the backend if we go forward.
  - We will accept as is, with the expectation that we will find resources to be able to actually find and apply for grants
- **C7 Policy - Tammy 8:05 pm**
  - Our struggle for committees is that we don't have strong active member volunteers
  - Part of the trouble is that COVID has limited our store presence to talk to members
  - We could utilize the community board to ask for help and use social media for recruitment
  - This is also a great feeder for finding board members

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- Because we only have one continuous committee, we haven't been good about creating and maintaining committee charters.

Tammy motioned to approve the C6 report as non-compliant with the plan to recruit assistance to learn the grant writing process. Leigh seconded it. The motion was voted on and passed.

Tammy motioned to approve the C7 report with the stipulation that we will work on avenues to find member volunteers and to revisit committee charters during our next meeting. Jenni seconded it. The motion was voted on and passed.

- **Capital Campaign Re-Application - Matt 8:11 pm**

- We have gone a year and we need to re-apply - The attorney can simply fill out the paperwork for us
- Matt suggests that the attorney update our financial status to help our cause

Tammy motioned to reapply for the capital campaign. Leigh seconded it. The motion was voted on and passed.

- **Email Request - Tammy 8:05 pm**

- Ashley from KDWA radio station has requested an interview from the GM/Board regarding the expansion, the history of the co-op, upcoming events, how to run for the board, and general information
- Angie Olson is turning 90 and Matt suggested it would be fun to have her in on the interview to give some great information on our history
- Brenda, our front-end manager, has lots of energy and knowledge
- We have multiple board members with excitement and skills
- Matt knows lots of the history
- Tammy will reach out to ask if she has specific questions, what format she wants, and what things will look like - The board agrees that a combination of all of the above would be a great idea

- **Board Application/Ballot Assistance - Tammy 8:27 pm**

- We only have one position available - which would be Tammy's spot
- Tammy will be putting in her application but we are still looking to see if anyone else is interested
- Annie will help create ballots and paperwork if needed

- **Communications Committee - Jenni, Jenn, Leigh 8:28 pm**

- As already discussed above - They will help put together something to look for volunteers
  - Looking for people to help with outreach, preparing events, and at actual events
  - Grant writing skills would also be a helpful volunteer skill
  - Any talents are appreciated though
- Need to schedule another taproom takeover - Annie will ask for Fridays in Sept/Oct & reach out to Communication Committee from there

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- **Line of Credit Loan - Matt 8:34 pm**

- Our line of credit loan is coming due. Matt requested we re-up for another 2 years

Tammy motioned to extend our Line of Credit for two more years. Jenni seconded it. The motion was voted on and passed

Tammy motioned to move to the closed executive session to discuss store expansion and the GM contract. The motion was seconded by Leigh, voted on, and passed. Meeting moved to the closed executive session at 8:36 pm.

Tammy motioned to move out of the closed Executive session at 8:49 pm. Dina seconded the motion. The motion was voted on and passed.

**Open Discussion:** None

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

<b>Task</b>	<b>Responsible Party</b>	<b>Completion Goal Date</b>
Figure out numbers for patronage, etc	Matt	By Sept Meeting
Reach out to Grant Writing Resources, first free and then paid to teach us and give us skills	Tammy & Jenni	By Sept Meeting
Come up with flyers and social media posts to find help from members	Communication Committee & All members	By Sept Meeting & Ongoing
Reach out to Ashley/KDWA about the interview & Coordinate the actual interview	Tammy will email to get information - Matt, Tammy, Jenni would be willing to do the interview	Aug 16 - 20
Reach out to Spiral Brewery to pick a date for our next Taproom Takeover	Annie	Aug 16 - 20

Tammy motioned to adjourn. It was seconded by Jenni, voted on, and passed. The meeting closed at 8:50 pm.

The next meeting is scheduled for September 8, 2021, at 7:00 pm.