

Spiral Natural Foods
Board of Directors Meeting Minutes
February 8, 2023, at 7:00 pm

Location of Meeting: video conference via Skype

Attendees: Tammy McGinn, Pete Macaroni, Annie Zastera, Jenni Garlough, Leigh Arnoldy, Amanda Olson, and Matt Malecha

Absent: Michelle Gallo

Call to Order at 7:02 pm: Tammy motioned to call the meeting to order, seconded by Leigh. The motion was voted on and passed.

Administration 7:02 pm to 7:05 pm

- **Consent Agenda - Tammy 7:02 pm**
 - January Meeting Minutes
 - Minute edits - Malaina is the correct spelling
 - Agenda for Evening's Meeting

Tammy motioned to approve the Consent Agenda and Minutes. Leigh seconded it. The motion was voted on and passed.

GM Business 7:05 pm to 7:25 pm

- **Store Report - Matt 7:05 pm**
 - We finished at about 25.6% up from last year
 - Weather was not our friend, which is hard
 - Distribution has been good
 - Awhile back we had a financial review, it showed that when we became NCG members, we took out a loan to fund our Joint Liability Account with the NCG. We also had to move our terms from 30 days to 21 days with NCG. So we took a short term loan through UNFI. We noticed there was a gap where they owe us \$9,871 and they paid us. It was during COVID and they were doing multiple stores at the same time. We paid interest on our loan when we didn't need to so we are asking for that money back as well.
 - NCG helped us get the produce display case when it was VERY cold. After some frostbite and muscle, Matt got it all in. They will come back to help with any fine tweaking
 - Catalina is our new wellness person and is learning quickly
 - The sun is out a little later and so people are coming back out
 - The deli has picked up in sales, refrigerated is doing well, and frozen isn't going quite as awesome
 - We need to buy a few more shelves
 - Matt, Malaina, and Catalina went on some other Co-op tours to get some ideas and exposure on how other Co-ops work.
 - We have a spare cooler that River Falls Co-op would like to take off our hands

- **B1 - Matt 7:16 pm**
 - Financial Condition for Quarter 2
 - B.1 and B.5 were reported as compliant

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- The other portions are technically non-compliant but are explained because of the move. We were in a rough position for awhile and tried to crawl out. We didn't get as many C-Shares as we hoped and so had to take out loans instead. Therefore, our numbers are still skewed.
- Even with these numbers, we are still better than we have been in the past
- Sales are good, margin vs labor is good, things are going well

Tammy motioned to approve the B1 Report as Reported. Pete seconded it. The motion was voted on and passed.

Board Business **7:26 pm to 8:26 pm**

● **Conflict of Interest/Code of Conduct Forms - Tammy** **7:26 pm**

- Everyone should have them turned into the Board Box
- Tammy will scan them to store them in dropbox
- Tammy's conflict - Owner of Whole Health Massage
- Pete's conflict - Owner of Level Up & Assisted with Quilting Co-operative (helped set them up their articles)
- Amanda's conflict - Owner of Geek Haven Coffee (source some things from the co-op)
- Leigh's conflict - Work for production company that does wholistic health & is a practicing herbalist that would purchase products
- Discussed fine details on potential purchasing and what potential conflicts could be and would possibly look like

● **C5 Directors Code of Conduct - Tammy** **7:44 pm**

- All 4's and 5's and compliant

Tammy motioned to approve the C5 Report as Compliant. Leigh seconded it. The motion was voted on and passed.

● **SNF Board Policy Register Review - Tammy** **7:45 pm**

- We reviewed but see that there is room in the wording for flexibility in how to interpret the standard enough as we go
- Discussed our global ends, specifically the line about being safe and welcoming. We touched on the all are valued portion and if it encompasses enough or if it should do more.
- We also need to be aware of what we are doing to uphold these ends, to make sure that they align

● **In-Person Quarterly Board Meetings - Tammy/Annie** **8:09 pm**

- There is a poll for everyone to vote on when they are available
- March and then every three months
- We'll do a fresh poll at the in-person meetings for the next one.

● **Communications Committee - Matt/Tammy** **8:16 pm**

- Spiral's 44th Anniversary is February 17 & 18

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- We need volunteers for Friday and Saturday to serve cake, hand out samples, and be in the store to talk about the Board as a whole
- 11:00-3:00 and 3:00-6:00 are good timing
- Leigh & Michelle have volunteered for Saturday, Jenni is a maybe for Friday, Amanda can do 11:00-3:00 on Friday, Tammy could possibly come after 4:30 on Saturday & 5:30-7:30 on Friday night
- There will be some drawings that we'll need to reach out to people afterwards for winning

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

Open Discussion: None

Assigned Responsibilities that resulted from Board Meeting:

Task	Responsible Party	Completion Goal Date
Anniversary Party	Amanda	11:00-3:00 (Friday)
Anniversary Party	Jenni	2:30-5:30 (Friday)
Anniversary Party	Tammy	5:30-7:30 (Friday)
Anniversary Party	Leigh & Michelle	11:00-3:00/3:00-6:00 (Saturday)
Fill out In-Person Poll	Everyone	ASAP

Tammy motioned to adjourn. It was seconded by Amanda, voted on, and passed. The meeting closed at 8:27 pm.

The next meeting will be in person and will be scheduled soon.