

Spiral Natural Foods
Board of Directors Meeting Minutes
December 13,2023, 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, Sue Taylor, Katya Rouzina, Brandon Lovejoy

Absent: Michelle Gallo and Jess Settergren

Call to Order at 7:04 pm: Tammy motioned to call the meeting to order, seconded by Leigh. The motion was voted on and passed.

Administration 7:05 pm to 7:05 pm

- **Consent Agenda - Tammy 7:05 pm**

- November Meeting Minutes
- Agenda for Evening's Meeting

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

GM Business 7:05 pm to 7:15 pm

- **Store Report - Matt 7:05 pm**

- The store did well for November.
- 17.5% increase from last year in November! The big purchases in October are paying off well
- We are acting smarter about putting things on clearance out things are left over instead of sitting on excess product, which frees up cash
- October was rough based on purchases and shrink. November is offsetting things nicely
- We're hiring for the deli. We have a 50% increase from last year so we are having a hard time keeping up
- Wellness is only up 1.5% from last month, which is slightly flat. But we have cut back on hemp and CBD products with the addition of legal hoops.
- We installed cameras and found the main thief right away. Unfortunately, we have to be there at the right time to serve him no trespassing papers. The police are aware and in the loop.

Board Business 7:15 pm to 8:30 pm

- **Board Policy - D3 Policy - Tammy 7:15 pm**

- Delegation to the GM
- All 5 out of 5 responses

Tammy motioned that we accept the D3 Policy as Compliant. Leigh seconded it. The motion was voted on and passed.

- **Board Policy - D4 Policy - Tammy 7:15 pm**

- Evaluation of the GM
- All 5 out of 5 except for the annual review of policies - Which we are working on with the calendar to update

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- We will have it done on time this year and have good plans to set us up for success in the future

Tammy motioned that we accept the D4 Policy as Compliant with the understanding that we will compile the report this year. Leigh seconded it. The motion was voted on and passed.

- **Executive Positions - Tammy 7:18 pm**

- We will need people to step up for executive positions for the new year
- All positions are open and available, including the President, Vice President, Secretary, Treasurer, and Communications Committee
- Katya is interested in Communications
- Leigh is interested in Secretary or Treasurer
- Jess had also mentioned interest in something
- We will officially vote in January during the Board Meeting
- Search “Job Descriptions” in Dropbox for more detailed information about positions

- **Loan Payment Update - Tammy 7:25 pm**

- We received an email giving permission for us to discuss with the person who requested the loan repayment on behalf of his brother, who actually has the loan in his name
- The board had previously informed him that we either needed to speak directly with the brother OR they needed to receive power of attorney. This email isn't exactly an official power of attorney or a legal document.
- The board discussed what we feel is the best plan of action.
- We will reach out to the original loan holder to start repayment to that person. In the email, it will inform them that we will start repayment in January and over 36 months. We will request an updated address and acknowledge receipt of the email.
- We will email the brother to inform him that we are communicating and repaying the loan to the loan holder.
- Matt recommended that we offer to repay the loan of about \$14000. If we split it into 36 payments, that would be approximately \$400 per month.
- Tammy will forward information to the board prior to sending emails

- **C-Share Reimbursement Request - Tammy 7:57 pm**

- We have a request to repay C-Shares due to a move. They would like to reinvest that money in the current local Co-op
- The shares were \$10,000. It was originally a loan that was converted to preferred shares.
- Matt recommended that we inform her that we are not in a position to do that and to check back in a future time. Or we could pay a portion back this year and pay more in the future. The ultimate recommendation is to check back in 6 months due to loans coming up and our current cash on hand status
- Tammy will send an email

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Tammy motioned that we accept the deny the request at this time. Pete seconded it. The motion was voted on and passed.

- **Event Planning - Tammy 8:04 pm**
 - Our December event didn't happen due to schedules.
 - Our January meeting will be in person – January 14 at 1pm
 - Taproom Takeover on Thursday, January 25 6-9pm – Advertise the new member and the upcoming birthday

- **Communications Committee - Jenni, Leigh 8:19 pm**
 - February 10 from 11-2 – Spiral is turning 45 in February! We need at least 3 people to help hand out cake
 - It will be the day before the super bowl so we want to lean into that fun as well
 - Vendors giving out samples, giveaways, cake, and a silent auction
 - Amanda, Katya, Leigh, and Jenni will be there to help
 - December and January are going to be quiet in the store

- **Next Meeting Review - Tammy 8:23 pm**
 - B - Global Restraints
 - GM Policy Review
 - Executive Member election
 - Confirm Meeting dates
 - Vote in Sue
 - Code of Conduct Forms
 - Conflict of Interest Forms
 - Store tour with new board members, hopefully before or after the meeting

Tammy voted to move to Executive Session at 8:27 pm. It was seconded by Amanda, voted on, and passed.

The Executive Session was held from 8:27-8:37 pm.

Tammy motioned to adjourn. It was seconded by Leigh, voted on, and passed. The meeting closed at 8:37 pm.

The next meeting is scheduled for January 14, 2024, at 1:00 pm in person.

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Open Discussion: None

Assigned Responsibilities that resulted from Board Meeting:

Task	Responsible Party	Completion Goal Date
Compile Annual Policy Review	Annie	By January Meeting
Send two emails about loan repayment process	Tammy	In next week or two
Send email to respond to C-Share repayment request	Tammy	In next week or two
Update Cassie about taproom takeover for flyers	Leigh	In next week or two
Send message in slack to schedule tour	Matt	In next week or two