

YELM COOPERATIVE
Board Meeting Minutes
 Phoenix Rising School
 November 8, 2012

Next meeting is Thursday, December 13 at 6:00 pm at Phoenix Rising School.

Members present: Bill Wyman, president; Beverly Wright, vice president; Marilyn Reardon, secretary, Aaron Rodriguez, director, Terry Kaminski, director

Excused: Tom Dewell, treasurer

Staff present: Gary DiDonato, store manager; Debbie Burgan, POS coordinator

Guests: Breckan Scott, YC lawyer; Mike Wright, member; Robyn Hawk, member; Dale "Wizard" Vaughan, member; Adrienne Arias, member; Peter Hertzeberg, member

Meeting was called to order at 6:00 pm by Bill Wyman.

Open session

There were no speakers for the open session.

Meeting minutes

October Board minutes were approved.

November 7 special meeting minutes on new policy re: member presentations to the Board were approved.

Breckan Scott comments

Breckan handed out the letter that was sent from some members stating that they didn't feel heard at the annual general meeting and calling for a meeting with the Board to express their concerns about the new fee structure. The letter called for a mediator to be used at the meeting. Breckan stated that the YC cannot be required to pay for a mediator or meeting room. If the Board allowed those expenses to be paid by the YC, they would be in violation of their fiduciary role.

Breckan stated that before members make requests for special meetings that they need to be familiar with the bylaws. The bylaws state that members don't have governance authority except to elect or remove directors. In addition, in order for members to call a special meeting, the request must be made by a majority of current members and to pass a resolution at a special meeting, 10% of members need to be present to constitute a quorum.

Breckan stated that the Board must listen openly to member concerns and the forum provided is the monthly Board meeting. It includes 15 minutes open time at the beginning of each meeting. Breckan noted that the new fee structure was passed by a vote of the membership with 107 yes and 7 no on January 28, 2012 at a special member meeting. It would be useful for the Board to hold some educational sessions with membership for those members who didn't attend the special meeting in January to outline again the reasons for the new fee structure. A policy and procedure on addressing member grievances is being developed by the Board.

There were no members present who were involved with the letter.

Debbie Burgan report

Debbie reviewed some of the progress in more fully utilizing the current POS system. She made requests for some additional hardware and software that would enhance store operations. Her priorities are:

#1 - \$655 - \$1500 for a bar code scanner that would replace Scan Genius

#2 - \$495 for first/\$350 for second licenses for Quick Touch software add-ons at checkout. It would redesign the cashier screen and eliminate the look up function, saving time.

#3 - \$500 (\$1000 for 2) to fix the display pole at checkout so customers can see it. Additionally, if the store buys Quick Touch software the displays can be used for promotions/advertising.

Store manager's report - Gary

- The average number of new members is per month is 15 at the \$40 level. There are currently over 1200 member names on the store list. This is a cumulative total over the past 5 years. A percentage of these names are no longer active due to relocation, illness or death.
- A new weather sealed sign for the large sandwich board has been ordered. Breckan will check with the city re: if signage code would allow it to be placed in the parking lot.

- San Francisco Bakery bread goes hard in 24 hrs. The store wants to stop carrying it. He's looking into Blue Heron Bakery to replace it.
- Kellie is planning her customer Christmas event on Dec. 14-15. We can do food tastings and promotions at the event.
- Kellie and Breckan want hot links on the YC website. We agreed this is fine.

Gift of Gobble – Bill

- Terry got us a great deal on a weekend theater ad promoting the G of G - \$15 per weekend vs \$25/day.
- We have received a lot of generous donations and will soon exceed our goal.
- Carol and Andrea are working on getting recipient names. Last year the YC fed 38 families; this year over 65 families will be fed.
- Monday, 11/19 a tent will be set up in the parking lot for distributing baskets.

Wine Shop – Bill

- Wine racks will be purchased on eBay.
- Anne Marsh will paint the walls; she needs volunteers to paint the ceiling.
- Wine/beer tasting exception to the YFC liquor license should be granted. The fee to submit the application is \$200.
- The target date for the wine fundraiser is January 26, 2013. Bill will submit the event permit application to the Liquor Control Board.

Financial report – Bill

- Bill presented the YTD financial stats. August – Sept. gross sales decreased by 13%. Once the Wine Shop is up and running and a new general manager is hired, it is predicted that sales will increase.
- The store needs a regular inventory to achieve the greatest accuracy in financial reporting.
- The YC has virtually no debt. The remodel was achieved utilizing cash on hand.
- YC is approved for a \$15, 000 line of credit by One Pacific Coast Bank for 2 years and then is renewable as a loan. Bill was authorized by the Board to sign for the line of credit. The money can be spent only for asset based purchases. It cannot be spent on labor costs.
- The Board approved that Geana Henkes be given a \$100 gift certificate for Anthony's Restaurant in Olympia for her outstanding work in creating the first Farmers Market. Marilyn will see that the check is cut and purchase the gift certificate. Although she will not be a program manager, Geana will sit on the steering committee and also sell at the market.
- The discussion of an annual audit is tabled until next month.
- Marilyn noted that, as of December 1, 2012, the automatic 20% on all co-op purchases by the Board will expire. From that point on, Board members will receive 2 cards worth 20% off \$100 of purchases for their regular Board work, comparable to 12 hours per month of working member hours. The Board secretary will be responsible for bringing the cards to the monthly meetings. If other work is performed as a working member, hours can be tracked and additional cards can be issued to Board members by the store managers.

Closed session held.

The meeting was adjourned at 9:03 pm.

Submitted by Marilyn Reardon, secretary

Bill Wyman, president

Beverly Wright, vice president