



**New Pioneer Board of Directors  
Open Session Meeting Minutes  
Wednesday, May 19, 2021  
New Pioneer Food Co-op – Virtual Meeting**

Present: Caitlin, Christine, Jon, Ramji, Jennifer

Late: None

Absent: Tom, Julie

Member Owners Present: None

Staff Present: Matt, Linda, Ryan

Meeting Called to Order at 6:33PM

### **Member Open Forum**

#### **April Meeting Minutes (Julie)**

No objections to minutes as they were written.

**Ramji made a motion to approve the April Meeting minutes submitted by Julie; Jennifer seconded; Approved 5-0-0**

### **Discuss Board Succession**

Caitlin is not planning to run again so will leave a vacancy. Ramji is also up for re-election. Julie notified Caitlin this week that she would be resigning immediately from the board, leaving another opening. Tom will also need to run again in the fall. Caitlin asked the board to start thinking about potential candidates. Ramji has an idea for a potential candidate, and Caitlin confirmed that it is ok to reach out now to gauge interest; we can discuss ideas at the next meeting and make more firm contacts after that. Jon suggested that we may consider not appointing a replacement for Julie until after the next election if the bylaws allow it.

### **Planning Committee: Strategic Plan (Jon & Jennifer)**

Jon provided an update on the planning session scheduled for May 22. Jon encouraged board members to think about questions for Matt and team, as well as bring ideas to discuss for profitability, expansion, and other things to propel the Co-op forward in the new environment. Ideas shared by board members will be turned over to the management team as inputs to their planning process, then presented back to the board in July. Jon has connected with Mark, a consultant and Columinate, who will facilitate the discussion remotely. Jennifer suggested that we not limit ourselves, and come with big, audacious ideas to think differently about the future. Matt updated that only he and Linda will be present at the planning session and will bring other members of the management team to present plans in July.

## **B1 Financials and Finance Committee Report (Matt and Ramji)**

- Matt indicated that he is in compliance in all areas
- Ramji summarized that the financials are largely unchanged, with sales up relative to budget by 2-3%. Deli sales were higher than anticipated, which improved margins. The cash position remains solid. Ideally, we would like to see sales go up by 5% from this level.
- Caitlin asked if we are seeing any trends or patterns. Matt responded that we are reverting to more normal patterns after the past year. A summer sales drag is typical, and we expect to see this more this summer than we did last summer. Additionally, road construction near the CR store will be an impact from now into early fall.

**Jon made a motion to approve B1 report; Ramji seconded. Approved 5-0-0**

## **B8 Board Support Report (Matt)**

- Matt walked the board through the purpose of the report and how it supports the board with its work
- Ramji asked when the Board of Directors liability policy premium is due. Matt responded that it is paid at the end of every year and can upload evidence to the board site if desired. Ramji replied that this would not be necessary.
- Caitlin asked board members to share what they thought of Matt's definitions and supporting data. She commented that last year we weren't always consistent at getting minutes and other information onto the website. Matt responded that Marketing is now responsible for this and is in the process of updating the board member listing and pictures. Linda recently confirmed that all approved minutes were loaded.
- Caitlin commented that the board needs some guidance on the timing of the election and needs to be cognizant that the board / management connection is being made. Matt responded that we reviewed the election timeline at a recent board meeting, and that management has corrected a gap in the process to ensure that all candidates are current members.
- Caitlin also commented on her recent interaction with the auditors, and Matt updated the board on the audit cycle. Ramji said that the audit report was presented to the finance committee for review last year; auditors had presented the report to the full board in the past, but it was determined that this was no longer needed.

**Ramji made a motion to approve B8 report; Jennifer seconded. Approved 5-0-0**

## **B9 GM Succession Report (Matt)**

- Caitlin emphasized that it's very important we ensure that we know what we would do in the unlikely event something would happen, particularly in light of the recent derecho and pandemic.
- Matt reviewed the report and stated that he has complete confidence in Linda's ability to take responsibility in the event of a crisis. Two additional members of the staff were added as second and third in succession last year but were removed this year as we have returned to more normal circumstances.

Jennifer made a motion to approve B9 report; Jon seconded. Approved 5-0-0

Jon made a motion to adjourn; Approved 5-0-0; Meeting adjourned at 7:39pm.