



**New Pioneer Board of Directors
Open Session Meeting Minutes
Wednesday, June 16, 2021
New Pioneer Food Co-op – Virtual Meeting**

Present: Caitlin, Christine, Jennifer, Jon, Ramji (joined at 7:20)

Late: None

Absent: Tom

Member Owners Present: None

Staff Present: Matt, Ryan

Meeting Called to Order at 6:38PM

Member Open Forum

April Meeting Minutes (Christine)

Caitlin noted that the date was incorrect

Christine made a motion to approve the May Meeting minutes after the date correction; Jennifer seconded; Approved 4-0-0

Board Secretary Role (Caitlin)

- Christine offered to serve as Board Secretary.
- Caitlin shared that the responsibilities are generally in the articles and are primarily to take meeting minutes, present to the board, and ensure they are posted to the website. The Secretary is also the chair of the governance committee with responsibility for oversight of the board election.
- Jon has served as Secretary previously and offered to meet with Christine to discuss responsibilities
- Caitlin pointed out that this also includes keeping track of executive session minutes that need to be approved.

John made a motion to appoint Christine; Jennifer seconded. Approved 4-0-0.

Discuss Board Succession (Caitlin)

- The application deadline is July 25; need to have applications shortly after the July board meeting
- Matt will follow up with the person Tom recommended

- Caitlin strongly encouraged board members to think about potential candidates that would be well suited
- Jon and Matt will both reach out to potential candidates discussed
- Caitlin asked Matt to ask the marketing department know we are looking for candidates and that interested members can apply

Annual Election Timeline (Matt)

- Nothing is needed from the board at this time
- There is a process in place to ensure that everyone who applies has a membership in their name
- Matt will work with Christine to review the ballot before it goes out
- If a ballot referendum from the board or members comes up, the process will be followed; we haven't had one since 2014
- We will work with the same company to do online and paper ballots again
- Results are sent to Caitlin the night before the annual meeting
- Caitlin asked if we should consider switching to all paper ballots; Matt responded that paper responses were still higher than electronic last year
- Caitlin asked if there was a cost savings to go to all electronic; Matt will check the cost and we can discuss at the July meeting
- Caitlin asked if anything is needed for the annual meeting
- Matt responded that we have yet to decide if the meeting should be electronic or in-person; many co-ops are going to do electronic meetings again this year
- After discussion, the board agreed that a hybrid model would make sense for this year; Matt will discuss with the Marketing team and bring a proposal.

B1 Financials and Finance Committee Report (Matt)

- Matt indicated that he is in compliance in all areas
- May financials were status quo, with operating income continuing to look good
- We received a rebate from MidAmerica for the replacement of old equipment
- Looking ahead, June and July are not typically strong months
- Pre-audit work has started
- Caitlin asked the finance committee to consider the adjustment of the definition for item One that was made previously as a temporary change. Matt agreed that the definition was changed to be in context with the plan and conditions, and that this year he will ensure that the budget will include a plan for positive sales growth. Typically, we would not see a plan that forecasted negative sales growth.
- Matt summarized that the organization is sound and generated cash from May sales flow, so is cash flow positive. We are not yet at the point where there is enough cash to build reserves back up. We don't expect to generate cash in the summer but hope to in the fall. Costs cannot be lowered any further, so revenue must be generated via sales volume.

Christine made a motion to approve B1 report; Jennifer seconded. Approved 4-0-0

B7 Report – Communication to the Board (Matt)

- Matt noted two areas of non-compliance related to the timing of reports ahead of board meetings
- After discussion, the board agreed that generally receiving reports late is not a concern. A policy change is not necessary; the board can approve the report with non-compliance and not express concerns.

- Caitlin pointed out that it is helpful to have some larger reports available earlier if more review is required

Jennifer made a motion to approve B7 report noting two areas of non-compliance; Jon seconded; Ramji abstained. Approved 4-0-1

Committee Reports

- None were presented

Retreat Reflections (All)

- Matt plans to present a draft B2 plan in July to give the board a chance to consider and provide feedback, then bring the final plan for approval in August
- Caitlin asked if the board is comfortable starting in-person meetings again; everyone agreed that they are comfortable
- Ramji stated that he will be looking for specific strategies that include targets and milestones
- Christine stated that the plan should have specific targets tied to specific goals and include the metrics that will be used to measure progress
- Retreat participants shared their thoughts about the retreat. General positive themes included strong collaboration, thinking outside the box, strong listening to others' ideas, focusing on areas of core strengths, and finding it energizing.
- Caitlin suggesting thinking about two retreats a year to generate the same kind of relaxed atmosphere and generation of unfiltered ideas

Jon made a motion to adjourn; Approved 5-0-0; Meeting adjourned at 7:52 pm.