

IFC II
(Indy Food Co-Op)
Board of Directors Meeting
April 24, 2017
Minutes

5:36 p.m. Call to Order

Attendees: Clark Giles (President), Nate Roberts (Vice President), Chuck Heintzelman (Treasurer), Lyndsay Crespo, Adam Southerland, Katherine Ogawa, Doug Gulley, Kyle Hendrix

MOTION: Katherine motioned to approve March 2017 minutes as presented
Nate second
Approved unanimously

MOTION: Chuck motioned to approve Kyle as BOD Secretary
Katherine second
Approved unanimously

MOTION: Adam motioned to add BOD officers as bank signatories
Nate second
Approved unanimously

BOD discussed general manager transition following the resignation of Alan Walker, General Manager (GM). Human Resources (HR) committee planned meeting with current supervisors and general staff. Nate presented thoughts on an interim transition plan until a time a new GM could be hired. The HR committee would ensure all duties of the GM would be covered by current staff, and when necessary, the HR committee. Current HR store manager, Carli, would report directly to HR committee on HR issues. HR would continuously evaluate effectiveness of this structure. Cost saving would be used for inventory. Chuck voiced concern about ensuring this was a temporary arrangement and possibly instituting a timetable on the interim plan. Nate reiterated that the HR committee would deal with larger issues and not the daily operations. Chuck asked that the BOD authorize the HR committee to act in the GM capacity.

MOTION: Adam motioned that the BOD authorize the HR committee to act in a limited GM capacity to manage HR related activities and manage any capital expenditures over \$500. This authorization would terminate on June 26, 2017. Theism option temporarily suspend the IFC Policy Register Guidance with regards to the BOD relationship with the store. This includes parts: C1 Item 4; C6 Item 1; D1; and D2 Item 2.
Katherine second
Approved unanimously

EIN Memo mot the BOD: BOD discussed the current situation regarding the store's Federal Employer Identification Number (EIN). Chuck presented information stating that the EIN of record is listed under the IFC, Inc., which was administratively dissolved, when the IFC II, Inc. was created to take its place. All current loan and lease documents under IFC II. Discussed briefly how to remedy the situation. Solution was to file the necessary paperwork to request an EIN for IFC II, Inc.

MOTION: Chuck motioned to prepare and submit the necessary paperwork to establish an EIN for IFC II, Inc.
Nate second
Approved unanimously

Chuck presented a financial update to the BOD. A summary is provided below:

- \$23,000 cash (approximately)
- \$63,000 liability (approximately)
- Recommend asking member loan holders due in 2017 to extend the terms for 2 years
- Current income is approximately \$50,000 behind budgeted amount
- Expenses are down by approximately \$7,000
- 2017 first quarter sale 21% down from 2016 first quarter
- Cutting expenses: discussion with IFF. IFF willing to work with the store to provide relief, unsure of how that will occur. Cutting marketing expenses is a possibility. We are not currently in a position to take on more member loans.
- Need to remedy the current situation of the store's Chase bank credit card in the name of an employee.

BOD discussed changing the Bylaws. BOD will issue proposed changes to members via email and have paper copies posted at the store for members to view. Comments will be accepted for 14 days after notice. BOD will address comments and then vote on changes, unless comments call for additional discussion and/or further amendments. Proposed Bylaw changes include sections 3.3, 3.4, and 3.5.

BOD discussed updating the Employee Handbook/Policy. Staff will be allowed to comment before the BOD finalizes the new document.

BOD discussed the Policy register. Lyndsay commented electronically on potential conflict with employees who are also member/owners serving on the BOD. BOD consensus was to remove C5.1.d to eliminate the conflict.

Agreement to Serve discussion was tabled for next meeting.

COMMITTEE REPORTS

- Outreach – Katherine recommended merging the Outreach and Communications committees. Committee applied for \$1,500 from the Healthy Food Access Challenge grant possibly for a straw bale garden in the front of the store. Discussed what projects would be eligible to use the remaining balance of \$7,294 from the Go Fund Me project. Report to member/owners plans for its use.
- Marketing Committee: Immediate goal is to increase catering sales. Look at potential Community Development Block Grant (CDBG) opportunities with the city. Deadline for CDBG applications is 7/20/2017.
- Financial – Chuck presented his recommendation on how to respond to the IFF request for more information, which included: 1) hiring a new GM, 2) establishing a line of credit; 3) increase members by 100 for 2017; conduct a member survey.

Clark presented the latest information on the commercial compost project. The store is on a proposed eastside collection route. Information meetings at Butler on May 22nd and 23rd. Clark will gather more information and present to the BOD.

7:29 p.m. Adjourned (Katherine moved, Nate second)