

## **Minutes: Yahara River Grocery Cooperative Board Meeting**

**Training Room, Stoughton Fire Department, 401 East Main St., Stoughton, Wisconsin  
6:10 p.m. – 8:10 p.m., Tuesday, December 23, 2008**

Board Members and Committee Chairs Present:

Myra Hajny (President); Norma Sampson (Vice President); Warren Kmiec (Treasurer);  
Deb Piper (Secretary); Marlene Widra (Member-at-Large); Homer Howard (Senior Liaison)

Other Committee Members Present:

Kristine Vaughn (Membership); Stephen Lawrence (Business Development); Meg Watson (Marketing)

Also Present:

Wynston Estis (Interim General Manager)

Myra Hajny called the meeting to order and reviewed the agenda for the meeting. She gave official notice that Jon Hajny has resigned from the Research Committee and that committee is now defunct for the time being. Deb Piper reviewed the minutes for the November 23 and December 9 board meetings. Myra presented a short list of changes for the minutes. On MOTION (Howard/Kmiec) and unanimous vote, both sets of minutes were approved with the suggested changes.

### **TREASURER'S REPORT – WARREN KMIEC**

Warren reviewed the Profit and Loss report for the past eight weeks, and the Balance Sheet comparing the state of finances from December 20 and October 30. He noted that accounts payable to vendors have been reduced by \$2,600. He also noted that inventory is down by another \$10,000. Wynston stated that the inventory is down for two reasons: 1) the staff is focusing on stocking key grocery areas and not replenishing some other areas in grocery and 2) the inventory figures are as accurate as the invoices that the staff and volunteers have had time to enter into Catapult. They may not always be up-to-date by the time these reports are generated.

Warren distributed a report showing a review of store operations since the store opened in March of 2008.

### **STATUS OF DANE COUNTY ECONOMIC DEVELOPMENT LOAN PROCESS**

Myra announced that the Dane County Planning & Development loan committee is meeting on January 13 to review YRGC's loan application. The date was changed from January 12.

### **INTERIM GENERAL MANAGER'S REPORT – WYNSTON ESTIS**

Wynston presented her report to the board (see Attachment 1). She also reported that the store is doing more marketing with some limited sales items and samples. These are being well received. Wynston is working with Peg Sheldon and an inventory service to do a year-end inventory. Discussion ensued on which date should be the beginning of the new calendar year. On MOTION (Sampson/Kmiec) and unanimous vote, YRGC's fiscal year will be changed to the last day of the sales week that is closest to the beginning of the new calendar year.

Wynston recommends a separate savings or checking account to maintain fundraising activities. The Dickens Run and its multiple deposits proved the need to keep those activities separate and make it easier for accounting purposes. Warren volunteered to research a separate account at Evergreen State Bank and will report at the January 12 board meeting.

Wynston has asked the Willy Street Co-op human resources department to review the YRGC employee manual. A new draft of the employee manual will be presented to the Personnel Committee. Wynston requested that the staff discounts be restored to those who are currently not receiving them. Some employees had given up their discount in the past six months. The staff benefits need to be reviewed and clarified.

Discussion ensued about clarification on the 5% discount and to whom it applies. On MOTION (Kmiec/Widra) and unanimous vote, it was clarified that the 5% membership discount is the only discount that has been

discontinued. The 5% senior discount on Wednesdays, the 5% case discount, and the 5% volunteer and staff discounts remain intact.

Please see Attachment 1 for the remainder of Wynston's report.

#### **SENIOR LIAISON REPORT – HOMER HOWARD**

Homer reported the results of the December 16 meeting with Stoughton-area seniors and Wynston Estis. 14 seniors were in attendance. Overall the meeting went well. There are a few areas that the seniors would like the store to focus on: education (on products and how to cook with them), develop a shopping list that seniors can order from via telephone, fresh meat is an important service (perhaps create a pre-order system for a weekly meat offering, similar to the weekly shopping list).

#### **MARKETING COMMITTEE – NORMA SAMPSON**

Norma reported that she, Wynston and Laura worked on the background information for members on the discontinuation of the 5% member discount. Norma created the postcards and the F.A.Q.s for the website.

Currently, it looks as though the Dickens of a Run/Walk will generate around \$1,000 in net proceeds. Those proceeds will be split, 80% for YRGC and 20% for the Victorian Holiday Fund. Nothing else is planned in the near future for fundraising.

#### **MEMBERSHIP COMMITTEE – KRISTINE VAUGHN**

Kristine reported that there are currently 954 members. Laura has been contacting people and inquiring if they are interested in running for the board. Myra requested that if board members have names of potential board nominees, they should contact Laura and Kristine directly. A group was formed to plan the annual membership meeting, consisting of Laura, Kristine, Norma, Myra, Wynston and Lynne Olson.

#### **REPORT ON PROPOSED BY-LAW REVISIONS – MYRA HAJNY**

Myra reported that she and Wynston have put in many hours on the by-laws, reviewing and editing them. Upon discussion, the board determined that it would be best to create a one-page summary of the proposed changes that would accompany the complete draft of the proposed by-law revisions. The vote on the by-law changes will be at the January 27 annual membership meeting. After the vote, nominations for the board will be accepted from the floor for Board positions.

#### **OTHER BUSINESS**

Stephen Lawrence raised concerns about the financial audit for YRGC. He recommends speaking with Peg Sheldon for her recommendation for the best way to proceed. Compilation? Review? Wynston will speak with Peg about this and mentioned that the by-laws would need to be changed to accommodate whatever financial report is determined to be the best method.

On **MOTION** (Howard/Sampson), the board meeting adjourned at 8:10 p.m.

The next regularly scheduled board meeting will be held January 12, 2009 at 6 p.m., in the Giles Dow Room at City Hall, 381 E. Main Street.

Respectfully submitted,  
Deb Piper  
Secretary  
Yahara River Grocery Cooperative

## **Operations**

### Inventory

Schedule the audit with Sheldon- Review instead of audit. Verify accuracy of count? What's the price of this type of service?

Tim at Accurate Inventory scheduled for 12/27/2008. Staff will assist Wynston with all weighed and backstock items. She will have inventory numbers to Sheldon CPA in 10 days of inventory.

Steven stated that he does not believe YRGC is auditable in its current state and that an audit would be a difficult expense to the organization at this time. A review might be considered, while it provides lesser detail / less expense, audit has more weight to it/ Bank relationship/ Insurers/ Bylaws/ Tax filing

### Stoughton Courier HUB

Rick at the HUB for the Turkey winner, and Change in store hours, Holiday hours Christmas Eve close at 4 pm Closed X-mas Day, Closed New Years Day.

### New hours

YRGC has new hours opening one hour earlier on the weekend and staying open later on Saturdays. A large sign is requested of Wynston through WSGC for in store posting.

### Checking account recommendation

YRGC should have a separate financial system for Events and fundraising. Warren will look in to options for managing donations separate from revenue.

### Meat Program

UWP for meat – No case-ready program. Brad will contact me after the start of the year.

Trautman – Frozen products that are local, small production and expensive. We'll keep in mind for future.

### Willy Street for X-mas turkeys

Turkeys did pretty well, Organic ham too late and too expensive.

### ECRS Catapult Software upgrade

Wynston is working to repair General Ledger and perform batch update on eliminating the 5% discount on memberships.

### 5% discount

Willy Street Non-Member mark-ups impact. Member Purchases are the majority of our sales. Wynston will reset membership profiles to remove the discount at the end of business the last day of the fiscal year.

## **Personnel**

Employee Manual/Benefits Update

Staff vacation

Staff discount- restored

## **Marketing**

Senior Meeting went well –

Need to produce a restricted shopping list for senior shopping ease of call-ins

Thank vendors in e-blast

Keep going with Demos, promotions on products, and recipes?

Product Signage

Deb is kicking butt on producing signs that are more visible for Produce and Bulk

### **Documentation of Systems**

Need to follow up on this. Systems need to be documented and supported particularly at the register. YRGC has lots going on usually with fund raising, selling tickets, taking donations and so on. It is not helpful for the board to offer direction to staff when they are in the middle of a transaction. I know many of you do know various parts of the operation better than staff. In acknowledgement of that fact I am going to be asking those of you that work in the store to document the procedures you know. This will help support systems, limit messy cleanup work, and also remove the need for you to direct staff on operations. I'll be sending a list of the systems you all know that I would appreciate your help in drafting these documents.

Liam and I continue to document procedures for daily operations. We are moving into receiving and credit systems next. We have completed the opening, closing and supervisor documents.

### **Loan Status**

YRGC proposal will be reviewed in January. Can we make it?