

Board Agenda 11/14/19; 6 - 8PM

Members present: Present: Annie Gaillard, Keith Bellairs, Andrew Higley, Heather Davis, ~~Katrina Razonale~~, Katharine Arnold, Emily Hershberger, Steve Gorelick, Bruce Kaufman, Linda Romans

6:05 – Meeting come to order

Member input – no one present

6:05 – Review and approve minutes – Annie not present at meeting. Annie votes to approve, Keith seconds, all approve

6:07 – Finance report:

Profit is better in produce - improving aesthetics helps sales with produce – cared for and abundant; meat sales are down; café is up (moved sliced meat to café); vitamin sales down; cbd sales steady; bread sales have gone up – changes have been made that seem successful; discounts have gone down – reflect changes in member discounts; total income up – accounted by the discounts, which is what we expected; total cost of goods is down; improved margins; gross payroll up – extra pay periods during quarter, and training some people; electricity usage has generally gone up but did go down a little – could also have to do with when check was written; gas is down, too – maybe because we're not doing short-order in café; well in the black and better over last year – if this continues, staff adjustment in pay or dividends.

Board should create policies around wages; Does the GM have some flexibility to adjust wages?; cushion around hiring put into budget (cost of turnover); bring lowest paid people up to new hires; will look at budget and put on agenda for next meeting.

Need savings of 50% of paid-in equity = \$55,000 in savings and we're well over that. Pay for repairs out of savings, rather than taking a loan. No current liabilities. Capital improvements from equity account rather than line-of-credit.

Member equity up by almost \$19,000 over last year, which is what we expected.

6:39 – PG ends report

C5 – Code of Conduct

- C5 – 1: *(Every director is responsible at all times for acting in good faith, in a manner which she/he reasonably believes to be in the best interests of the Cooperative, and with such care as an ordinarily*

prudent person in a like position would use under similar circumstances.) legal definition of Director – all agree

- C5 – 2, c: *(A Director cannot be a member of the Management except for the Coop Liaison.)* Annie moves that we remove (not relevant), Keith seconds, all agree (removed 1/5/2020)
- C5 – 3: approved
- C5 – 4: *(Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.)* added (“... for example, executive sessions and non-disclosure agreements.” On 1/5/2020)
- C5 – 5: approved
- C5 – 6: approved
- C5 – 7: approved

C6 – Officers – Capitalize officer names – Heather will do (done 1/5/20)

- C6 – 1: approved
- C6 – 2: approved
- C6 – 3: approved
- C6 – 4: “The vice-President will perform the duties of the President in her/his absence.” Bruce has different language changed in 2016; Heather will find the meeting minutes and we will revisit next meeting.
- C6 – 5: Approved
- C6 – 6: Secretary can delegate; general membership and “...Board meetings, and updating Major Decisions document”; Add spreadsheet to record changes; change his/her to title.

B6 – Staff

- Over time and more relevant for next meeting, will revisit next meeting in December

7:11 – GM report:

- Café floor needs repairing, Emily will send various estimates
- Staff changes – some minor changes: staff changing positions and a few new people on the register.
- Continuing to improve aesthetics; improving merchandising improves sales; curtains to hide clutter. Changing end-cap twice per month.
- Budget will be ready for next meeting
- Competitive pricing strategy – show the good deals we do have, combat the story that we’re high-priced.

- Cooperative business model – helps to have refined conversations about who we are: Balance Score Card is part of this – methodology of tracking business success, five metrics, we will pick away on this (or create a committee), will bring one to the next meeting.
 - Create a committee, starting in January:
 - Heather
 - Annie
 - Steve
 - Katharine

7:33 – Review of board/staff retreat – Sharon notes. No action steps – some felt it made it feel incomplete.

Steve suggests having two teams of staff and board – one does research to support and one to stay and address existing shortcomings? Or first look at what we want the coop to be and make a decision about staying or moving based on that (third option?). May be right next step? Check-in in December and then start moving forward in January? Build the parameters before January. Discuss what people, with relevant expertise, to ask to join.

Parameter Group: Bruce, Steve will meet and send email out to rest of group. Andrew, Linda expressed interest.

Re: buying policy, Emily thinks she has enough feedback to move forward with the buying team. The existing buying policy does not explicitly state that our biggest priority in buying decisions is non-GMO items, but it is the practice. The buying team is investigating shifting the practice to following the policy as it is stated, where all aspects of the buying policy are treated with equal weight. If we do make changes, we need to educate our members on buying practices. Some ideas were discussed, including having a color-coded guide on where products fall in our buying policy guidelines. There are some changes to the policy that are recommended, mainly some grammar updates and defining what we view as local - 100-mile radius from us and within the state of VT. Next step – Emily will add for next meeting. Emphasize educating around impacts of buying choices.

8:00 – Major decisions document (see Heather Davis' email 11/12) – has not been maintained. Heather and Annie will meet to find some of the major decisions and add, then C4 “posted”.

7:50 - Other business – none

Next meeting December 12, 6-8pm

8:05 – Adjourn – Annie moves to adjourn, all agree.

