

Buffalo Mountain Board Meeting Minutes 10/26/17

Present: David Ludt, Karla Haas Moskowitz, Keith Bellairs, Chris Duff, Zarina O'Hagan, Annie Gaillard, Marina Carleton

Absent: John Mandeville Late: Kate Arnold 6:20

Started 6:03

AGENDA

6:00 – 6:20: Myrna Miranda-O'Neill: Presentation on sister co-op relationship with Coopertiva Organica Madre Tierra in Puerto Rico

6:20 – 6:30: Approve September Minutes and review Agenda

6:30 – 6:45: MoCo: assistance from BMFC

6:45 – 6:50: House Parties

6:50 – 6:55: Co-op Cafe

6:55 – 7:05: Finance Committee Update: Computer Equipment and Equity Refund Policy

7:05 – 7:20: Financials Q2-Q3 2017

7:20 – 7:35: Management Monitoring

 B1 – Financial Conditions and Activities

 B3 – Asset Protection

7:35 – 7:45: Board Monitoring

 C3 – Agenda Planning

 C4 – Meetings

7:45 – 8:00: Executive Session

6:03: Myrna O'Neill came to give a presentation about a co-op in Puerto Rico. Stared as agricultural, now has opened a small store and working on a credit union. Suffered damage at store from hurricane but also their farmers lost crops etc. She would like to propose a sister co-op type relationship with them and potentially set up a work brigade, help fundraise, etc. There is an existing structure of the Vermont/ Puerto Rico Sustainability

Group, which is a subset of Wheelock Mountain Farm. Question of what level of organizing was deemed necessary by board/ staff. Motion made to support this on a level to be determined at a later date. Marina seconded, approved. Karla will meet up with Myrna to continue the conversation.

6:20: approve September minutes, Marina motioned, Keith seconded, approved

6:24: MOCO - assistance from BMC. Frey has been asked to help MOCO and is wondering if we can help them with some training by us paying him to help train their produce person. Noted that staff is over budget on staff hours and payroll, however, it is technically a management decision. Kate thinks it is more of a donation, however since she is on the finance committee she is nervous about it. Karla feels it would set a precedent that would create confusion with staff wanting to do certain things and get paid. Management not board makes decisions on donations. The staff presents a budget but we have not seen one yet - is it a donation. A certain level of Liability rests on BMC. Finance committee needs to look at the unspent donations from last year. Annie thought that any donation money had been included in profit because no decision had been made in 2016 as to where it should go. Not a board issue, moving on.

6:40: Annie is wanting to revamp house parties idea but want to make sure previous committee members want to stay involved. David wants off house party committee because he is on the management restructuring committee.

6:43: Kate reminded folks that NFCA is hosting a Co-op cafe gathering in Greenfield, MA Nov 4: Kate going, Annie going. No one else was interested.

6:46: Keith reported that the Finance committee feels the upgrade on the POS system can come from the capital reserve

(equity account) as a capital expense. David moves that we accept this, seconded, approved.

No update on the equity refund for members leaving. KATE 7:06: Keith says sales are up 5.2% but COG up by 6%. Did not get full financial from Regina in time for the meeting.

7:08: Kate B report: B-1 Financial report: Payroll up due to adding and training new collective members. *See attached for details.* B-3 asset protection - in compliance.

7:14: Board monitoring: C-3: Zarina read, *#4 could be better.* C-4 OK but *# 3 could be improved.* Note: we do not strictly follow Roberts rules of Order and are OK with it. Discussion whether if we are not following Roberts Rules should we worry? Board feels that the consensus process is in place for us to use if needed.

7:23 Time left (!) - what should we do? - Zarina wants to talk about compensation and benefits. Agreed to add to agenda with 5 minutes for overview.

Zarina proposes a committee to study creative options for compensation and benefits.. Chris feels this is again a management issue and they need to come with us with a proposal. Zarina was on the board when the discount was instituted as non-taxable income. Would be happy to be on a committee. Karla feels this a social justice issue - it is part of our ends and mission statement as well. The board feels this is a collective issue, but Keith suggests Zarina join the existing Finance team as an advisor because they are speaking about compensation as part of their committee work.

7:50: executive session

8:10 meeting ended.

NEXT MEETING: NOVEMBER 16, 2017 due to Thanksgiving.