**Rutland Area Food Co-op Board Meeting**

**March 23, 2017**

**Present:**

Board: Chris Littler, Rhonda Bates, Laura Daubenspeck, Hannah Abrams, Matt Poli, Diana Hayes, Dave Tibbs, Irene Gold, Seth Carvill

Missing: Regina Alexander, Matt Karczmarczyk,

Staff: Zach Stevens, Jamee Sherwin

Guests: Heloisa Geralis, Kim Carter (Poultney Co-op President)

Meeting brought to order: 6:32 PM

**Approval of Minutes:** minor adjustments. Minutes accepted.

**Committee Reports:**

* **Finance Report – Chris L**
  + February sales were down $12,000 from 2016, but profits were only down -$299
  + Last year was a leap year, the missing extra day could account for approximately $5000
  + This month’s numbers mean we will not hit 3% growth for FY 2016, but we will likely turn a profit!
  + The added costs in February in preparing and entertaining NCG did contribute to the negative profit
  + We did surpass $2million in sales, which is a requirement for NCG.
  + Sales are up $30,000 for the year!
  + Looking to the future–
    1. Purchased a new vacuum cleaner and food processor.
    2. There were some electrical issues in the office; the electrician fixed it for $65. A fantastic deal for parts and labor.
    3. The meat freezer had a breakdown and required service.
    4. The sanitizer is working again! The part came in and we were able to make the repair.
    5. The repairman decided to do the cooler cleaning while he was here. We would have preferred to put that off until next month, however he did catch a few things that may have led to breakdowns before then.
    6. There is a $2,600 bill for Wild Apricot due next month (membership database software).
       1. Zach says we are researching this and may have a way to reduce this cost.
    7. Zach is working hard on the annual meeting.
    8. Sharon plans on having all our information into the accountant by April 20th; we will hopefully have our financial review and actual numbers back by the annual meeting.
* **Lease Committee Update – Dave T**
  + Worked on letter regarding specific items we would like to see improved or repaired with renewal of lease.
  + Dave has spoken to Mark, informed him that we have very specific needs and will be requesting them be added to the new lease.
  + We are requesting a detailed update, and have follow up questions to it.
  + Will be measuring the warehouse to see exactly what we have and what we need.
  + We are resolved to stay in this building and are looking at securing a 5-year lease moving forward.
  + Lease Committee will remain in effect and will meet roughly every 6 months. We don’t want to miss a new opportunity in our community.
  + Question: Do we have a current floor plan for retail space?
    1. One is in existence, somewhere. We plan on measuring our retail space as well as warehouse.
    2. It makes sense to have a thorough understanding of our retail space and our sales per square foot. This will be helpful as we grow and look to our future needs.
    3. Request that Matt P help Zach with this project.
* **Annual Meeting Committee – Hannah**
  + Annual meeting will be Wednesday June 7th, 5:30
  + Looking for 100% participation from board; would like everyone to participate in some way.
  + Adam Falco and Aaron Audet will provide the music.
  + Irene is doing tables and tents.
  + Secured use of green.
  + Have set a goal of 100 attendees. Last year was 70 people.
    1. Would like to call members – Board Member phone-athon
       1. Some areas of concern with the phone-athon. First being that there are only 2 phone lines in the store
    2. Save the date email went out on 03/23/2013
  + Dave will be looking to slip in a PSA
  + Next meeting is 03/28/2017 from 10am to 11am
  + Need to ensure we notify member they will need to bring cash
  + Would like to do at least one big give-away.
    1. Welcoming ideas and donations from Board.
  + Will also be doing Gift Baskets
  + Would like Co-op to provide some small snacks
  + Ask Peter to do one or two larger dishes
  + Steve Peters will be inviting three or four strategic venders to do some taste testing
    1. Should we invite local farms?
       1. We do not want to pull focus from the Co-op and its business. Certainly, open to inviting local farms who are also members
  + Would like to give a co-op branded item for attending. Possibly a bag – Matt P to research
  + Possibly do some targeted post cards
  + Goal to call this the Annual Celebration and Meeting
    1. Or Member Appreciation Party
    2. Or Rutland Area Food Co-op Festival

**PG Reports**

* C2 – Board’s Job – Rhonda
  + In order to govern successfully we will:
    - 1. Create and sustain a meaningful relationship with member-owners.
    - 2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager.
    - 3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.
    - 4. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
    - 5. Rigorously monitor operational performance in the areas of End and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
    - 6. Perpetuate the board’s leadership capacity using ongoing education, training and recruitment.
  + Is the policy clear?
    - Yes.
  + Is the board in compliance?
    - Yes.
    - The Board has improved adherence to PG reporting and by doing so has demonstrated improvement in all areas listed in the policy.
  + How have we been out of Compliance?
    - Although we monitor #5, not sure if we do this as frequently as we should.
    - Laura noted that we need to be more on top of board member needs and maintaining recruitment of potential replacements and interested parties.
  + Overall, have we been in compliant?
    - Yes.
  + Is this the Policy we want?
    - Yes.
* B4 – Zach
  + Motion to move to April’s meeting due to unexpected family emergency.
  + Hannah firsts, Laura Seconds.

**GM Report**

* **Last Month**
  + Sales were down likely due to weather and no Feb 29th.
    - Excess spending in preparation for NCG. We are now -$299 for Feb.
  + Heloisa Geralis joined us for the financial committee meeting and has decided to join!
  + NCG noted we have a few shortfalls and we understand that we are a risk. We remain hopeful. If we are not accepted this year, we will be more prepared to apply next year.
    - We will find out in May if we are accepted. If we are not, they will provide us areas we should be focused in moving forward.
* **This Month**
  + As of 03/22/2017, sales are about dead even with last year.
  + We had to close early last Tuesday due to the blizzard.
    - The day before, due to overly publicize blizzard, we did $8,000. That helped cushion the loss of sales for Tuesday.
  + We have compost and seeds available as well as Easter Baskets and organic items to fill them.
  + We are currently interviewing candidates for the herbs and tea’s position as well as a new cooler/freezer manager. Molly is switching to part-time to allow her to pursue her art career. We expect to also hire a part-time cashier/floater.
  + Inventory is next Saturday, April 1st at 7 a.m. Request two board members next Friday night from 6-9/10 to help count the bulk department.
    - Laura and Hannah volunteered
* **Future**
  + The budget is still being worked on. Will be a main focus for the GM moving forward.
  + We have decided to purchase software for our employee handbook from Fred Pryor.
    - About $600. Worth every penny as the software will routinely update as laws change and update.
  + We expect to profit at the end of the year, as such, the staff pay increase plan is being worked on.
    - Very excited to show the staff that their hard work has helped the business become profitable.

**New Business**

* Update on New Board Member Packet form Laura
  + Michael Healy provided a packet with several highly useful articles and guides. Laura is currently editing, but asking other Board members to review and edit where they deem necessary as some articles are very robust.
  + Would like to add a RAFC specific key
  + Would like to add a welcome letter as well
  + Zach will notify Laura if the store does not receive an invoice for the services within two weeks. Given that, Laura will reach out to Michael.
* Annual Meeting
  + Hannah – can we bring up whether we can change to a patronage system?
    - Will need to look at the bylaws.
      * Dave will reach out to AJ.
    - Do not believe that system is favorable with our membership
    - Zach stresses the need that we ensure all members know of this potential change and all members have a chance to voice their opinion. We do not want members to lose their discount at the register without understanding the change.
      * We should be advertising this change for an extended period of time and through many, many channels.
    - We need to do more research regarding this and get some solid numbers that will justify the change.
      * Chris notes that if we end up joining NCG, we will receive greater discount on purchased inventory and will be able to pass that along to membership which will lessen the impact of the change to members.
* Board Members
  + Need to remove Phoebe from communications
    - Dave will reach out to Phoebe and request the Board binder be returned.
  + Dave will email Regina that the Board is moving on and will be looking to fill her position.
    - Dave will also request the Board Binder be returned.
  + Looking to create a template that can be used in similar board member related situations.
* At the meeting, looking to vote on changing the evaluation of the GM. What do we need to do to have this prepared for the vote at the Annual Meeting?
* Need to develop a calendar of fundraising events.
* Looking to make the Board as a whole more visible in the community.
  + Anything planned for Green-up Day?
  + Anything planned for Earth Day?
  + Board attending Community meetings
    - RYP, Chamber Mixers, Rotary, etc…
* Will also need to do a Capital Drive for the floors.
  + This will likely require an additional committee.
* Board Nominating Committee process?
  + Applicant must submit paperwork and attend at least one meeting prior to voting.
  + Committee still needs to be formed.
  + 2 current seats open. Need to compile a list of boards up for re-election.
* Next Month, form a Fundraising committee

**Review of Meeting & Agenda Setting**

* A look at what was accomplished
* Who has responsibilities for next month
* A request for any new Agenda items
  + Next Month, form a Fundraising committee

**Next Month**

* Lease Committee Meeting: April 9th at 6pm
* Finance Committee: April 16th at 6pm
* Board Meeting: April 23rd at 6:30pm
* Strategic Planning Meeting: April 27th at 12:30-2:30pm
* Annual Meeting Planning Committee: March 28th at 10am to 11am
* B4 and B5 - Zach
* C3 – Agenda Planning – Irene Gold

**Executive Session:** 7:48pm