

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

**December 15, 2016**

**Present:**

Board: Chris Littler, Matt Karczmarzyck, Rhonda Bates, Laura Daubenspeck, Hannah Abrams, Matt Poli, Diana Hayes, Irene Gold

Missing: Regina Alexander, Phoebe Flemming, Dave Tibbs, Seth Carvill

Staff: Zach Stevens, Jamee Sherwin, Julie Zaloudek

Meeting brought to order: 6:37pm

**Approval of Minutes:** Hannah asks for approval of last month’s minutes. Matt K seconds with agreement on following comments. Rhonda’s last name (Bates) was missing, “Mark Haley” is actually Michael Healy”. Minutes and board documents to be posted and emailed at least the Sunday prior to the next meeting. Hannah seconds the documents delivery.

**Committee Reports:**

* **Finance Report**
  + November sales 13k up from 2015.
  + Profits $9145, up from 2015.
  + Holiday bills have been coming in later than normal. We expect profits to drop slightly as sales slow and bills appear.
  + Important notes and changes
    1. Co-op now taking money out weekly whenever possibly for payments and bills. Previously money would be withdrawn when items could be paid.
* **Lease Committee Update**
  + The warehouse is framed in now.
  + Need to work with Zach on a list of items that need to be addressed. Will need to prioritize items prior to meeting with Mark again.
  + Rent is going to go up, will need to discuss what we find to be an acceptable increase.
  + As a reminder, we are the only business in this building currently.
  + Next meeting is January 5th at 6pm

**PG Reports**

* D2 – Accountability to GM – Matt K
  + The policy is clear.
  + We are in compliance.
  + This is the policy we would like and do not see a reason to change it.
* D3 – Delegation to GM – Irene
  + Policy is clear.
  + We are in compliance
  + This is the policy we would like to and do not see a reason to change it.
  + Previous reports have questioned the “ ‘any’ reasonable interpretation”. We believe wording of policy would need to be changed at annual meeting and voted on by the members.
* D4 – Monitoring GM – Diana
  + The policy is clear.
  + We are in not compliance
    - Have not done an annual review of GM, as Zach has not yet been employed with RAFC for a year yet.
    - Matt K asked if we have previously reviewed GMs. The board does not believe that there was a review done of the last GM.
    - Should we change the policy to be reflective of our fiscal year? Are unable to complete a review until after the CPA review has been completed and returned.
      * We can do a review as we have GM reports for the entire review.
    - Final decision, the policy is worded fine as it currently is.
  + This is the policy we would like and do not see a reason to change it.
* B7 – Board Communication – Zach
  + - Zach submits reports in a timely manner and is prompt to answer questions
    - Zach notifies board of any delays
    - Zach notifies board of trends and policy changes that may affect the board
    - GM shares his opinions regarding bard compliance and monitors board discussions
    - Zach treats all board members equally
    - All necessary documents are submitted for approval
  + Accepted as in compliance. Laura moves to accept the B7 as in compliance. Chris seconds.
* B8 – Board Support - Zach
  + Zach supports board with appropriate resources
  + Zach provides updated documents and makes them accessible in drobox and through email
  + Zach keeps members up to date in monthly newsletters, and fosters healthy communication with members in store and online.
  + Out of compliance as the last few minutes are not on the website yet. Jamee and Zach have already created a plan to complete the edits of the minutes at the end of each meeting. All missing reports will be online by the end of January.
  + Irene moves to accept. Hannah Seconds

**GM Report**

* November
  + Spending was up in November more than sales increased. This was because we were stocking for December.
* December Weather was way different last year and were between holidays, expect sales to increase when we get closer to Christmas
  + Created gift certificates for Syrian families that are moving into Rutland shortly.
  + Rutland Welcomes has been using part of the warehouse for supplies for the Syrian refugees.
  + Very excited to be part of we welcoming committee.
  + Have filled the tea and herbs position. Would like to welcome new team member Lacey!!
  + Zach working on finishing the NCG application to submit by the end of the month.
* Future
  + Closing early New Year’s Eve and New Year’s Day
  + Julie and Zach working on list for lease committee
  + Strategic Planning update meeting on Monday January 16th 2017, from 1-2:30pm
  + Will be working on handbook and new policies
  + Keeping close eye on payroll as sales drop
  + Planning a staff Christmas dinner for January and will close early one evening for that.

**New Business**

* Discussion on resubmission of NCG application
  + Board votes unanimously to apply for NCG again this year
* Board Training through Michael Healy
  + Chris sent email to Michael Healy asking for some basic consistent training for new board members. Michael said he’d pull some articles together and would charge us $145 for the hour of his time.
  + We will need to devise very specific parameters to present to Michael on what we would like for materials.
  + Hannah proposes 2 hours, one hour for his time to collect that data, one for additional personal training with current board members.
  + Chris suggests we commit to the first hour now. We’ll review the materials he provides and decided based on that if we will require a second hour of training. That would allow us to review the material and list questions regarding it. Board agrees with that logic.
  + What are our parameters and who is going to set them?
    - Laura volunteered and asked for a second person.
    - Laura is going to come-up with some ideas and bounce them around to all board members to give feedback and responses.
  + Meeting with Michael will be after the holiday season.
  + Motion to accept Michael 1 hour resource: Hannah firsts, Matt P seconds.
* Laura moves to excuse Phoebe’s absence due to family obligations. Matt K. seconds. Board will reach out to her to check in and offer support.

**Next Month**

* Committee Meeting: January 5th at 6pm
* Strategic Plan Update: January 16th at 6pm
* Finance Committee: January 19th at 6pm
* Board Meeting: January 26th at 6:30
* B – Global Constraint - Zach
* C – Global Governance - Hannah
* D – Global Board Management – Matt P

**Adjourn meeting:** Laura moves to adjourn. Hannah seconds. 7:40pm