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

**February 25, 2016**

**Present:**

Board:, Rhonda Bates, Chris Littler, Dave Tibbs, Stephen Waite, Irene Gold, Diana Hayes

(Board Absent: Hannah Abrams, AJ Ruben, Kathy Allen, Jim Albright, Matt Karczmarzyk)

Staff: Zach Stevens, Julie Zaloudek, Kris Harmelink, David Perrin, Barbara Richardson (recorder)

Members: Regina Perrin

Meeting Brought to order: 6:37 p.m.

**Approval of Minutes:** Correct January minutes to reflect that Stephen is the chair of the Annual Meeting Committee.

Dave moves to approve the minutes with this amendment; Irene seconds.

**Finance Report (In Dropbox)**

January was profitable by $1,500! COG was way down, so even though there were lower sales compared to 2014, we were okay.

The condition of the store’s floors needs to be addressed, as they’re becoming hazardous – Zach will cover this in more detail in his store report.

Stephen asks for the CPA’s report to be scanned and added to Dropbox.

Dave asks if the POS system is working any better for us. Scott continues to make tweaks that help, but we’re doubtful it has the capacity to do what we need it to (e.g., track inventory).

Stephen recognizes and commends Zach’s attention to detail, and to issues that have been neglected for a long time. The work he’s doing that is really making a difference for the health of the Co-op.

**Board PG Reports (In Dropbox)**

**C1 – Governing Style – reviewed by Irene**

“We will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

1. Focus our vision outward and toward the future

2. Observe the 10 Policy Governance principles

3. Maintain group discipline, authority and responsibility

4. Clearly distinguish Board and General Manager tasks

5. Encourage diverse viewpoints

6. Obey all relevant laws and bylaws.”

Changed the format of the policy to include the 10 principles referred to in the policy.

Overall, the board is in compliance. The board has developed and grown as a group through the GM transition period, recommitting to being stewards of the Co-op’s present and future needs and learning to work better within the Policy Governance structure.

Laura moves to add the titles of the 10 principles to the policy text; Diana seconds.

Moved to accept the report: Chris; Seconded by Rhonda

**GM Reports (filed in Dropbox)**

**B1 – Global Financial Condition**

This is the third time Zach has provided this report in as many months, which the board appreciates, since it reflects the progress that is being made towards stabilizing the business. Next month we will be back on the regular B1 reporting schedule.

The trend since Zach came on is good, but for the quarter overall there were losses that could not be recovered.

Decision Tree: Laura moves to accept with acknowledgement of non-compliance; Irene seconds.

**B9 – Succession Plan**

“To protect the Board and the Co-op from sudden loss of GM services, the GM shall not have less that one other manager sufficiently familiar with Board and GM issues and processes to enable him/her to take over the reasonable proficiency as an interim successor.”

Zach has worked hard to educate the management team on the status and flow of the business. Julie has received additional training and is able to act as GM in a time of emergency or need. She is aware of the PG reports and is now attending each Board meeting (when she is not covering the store) as well as each Financial committee meeting. She and Jackie have access to our accounts as needed. Both Julie and Chris L. are actively listed on the accounts and may issue checks in the GM’s absence.

Decision Tree: Stephen moves to accept the report as in compliance; Chris seconds.

**GM Report (Filed in Dropbox)**

Promotions are growing awareness. When you see something come through on your Facebook feed from the Co-op, share it with your friends! It makes a difference: Caber’s bulk story reached more than 17,003 people, and most of that reach was organic!

Easter might boost FY sales for us.

The Rutland Herald interviewed Julie about gluten-free food trends, and it’ll be in the Business section on Monday!

Irene really likes the energy around the name tags – really helpful to people who have trouble remember names.

Chris might want to go to the NFCA gathering in Greenfield on 3/5 with Laura & Zach. Will confirm.

Stephen recognizes Kris (produce manager) for coming to the meeting even though she’s moving on, and Dave compliments her on the appearance of the dept. Kris shares the praise with Steve Peter (marketing coordinator), with whom she’s collaborated. She reminds us all to check out the Farmer Profile board in produce. These profiles will also be shared online.

Strategic Plan Review - Zach’s Top 10 (See Dropbox) - recognizing that each of these is a multi-step process that will take some time:

1-Revamp store, walls, floors, displays, Etc.

2-Hire new bookkeeper and produce manager

3-Revamp warehouse, offices, kitchen. Insulate warehouse clean and dispose of old displays, paperwork and farmers market mess

4-Look at P.O.S. system for changes or to see what we can accomplish with current system.

5-Audit, correct, fix membership. Discuss switch to a patronage system

6-Re-write and re-work policies and handbook, store cleaning and maintenance schedules and GM annual duties

7-Clean and re-do education spaces and research what the current community needs are

8-Reach out and foster relationships with other likeminded businesses. Example, Chaffee or local gyms

9-Train all staff on better forms of customer service and how to market to and interact with our customers

10-Work toward being able to join NCG

Produce Manager applications are coming in; more qualified candidates are showing up.

Bookkeeper position will be advertised soon. This person needs to be extremely trustworthy, as well as proficient in QuickBooks.

Membership revamp: we need to audit both paper and electronic files to make sure everything is accurate before we try to move onto a new membership structure. Julie & Barbara (as volunteer) will be working on this in April, after inventory.

Stephen says the previous strategic plan created in 2013 was not realistic based on where the Co-op is financially. He proposes quarterly implementation that would tie the Board Ends Report, and that the board beef up the Ends Report. The GM has never submitted one before. It’s exciting to be able to work on something that we can actually make progress on. Involvement at a committee level is welcome; it’s where board members get grounding in what’s REALLY happening at the Co-op. Stephen is thrilled with Zach’s performance and honesty with the board.

Monday, 2/29, Steve, Hannah and Zach will meet about the next step in Strategic Planning.

**New Business**

Irene also asked a customer at her store, a vague acquaintance, if she is a member of the Co-op. She encourages the rest of the board to start these conversations in the community!

Annual Meeting Committee – DATE: May 18th, 5:30-7:30 p.m.

Laura asks about venue; do we want to do the lawn next door with a rain location? Zach likes that it’s connected to the store; Laura says the tent is also a visual draw. Dave suggests shutting down the street for the event. Zach will join the next meeting to talk details. This is a really important event for reinvigorating the membership. Potential Theme: Looking Back & Looking Forward; invite founding members to show up and tell stories on stage. Invite the staff of neighboring co-ops to come.

RSVP – how to encourage it? Raffle entry for gift basket. Or a 50/50 raffle! Phone bank to invite members; Save the Date postcard/magnet.

Alcohol – a cash bar? Vendor demos! Maybe get logo bags or pens or other swag.

Volunteers – Barbara will give committee our regular volunteers’ contact info.

Election: 7 board members up for re-election. **Need nominations by next month.** Replacing only one member (Stephen); hopefully current members will want to stay on. But we want to recruit really quality candidates who fill key needs on the board. We need to have Board Binders for new members at the meeting, as there is a board meeting directly after the election; assign mentors, do some training right away.

No potluck – let’s make it easy for people. Need to clarify the catering regulations.

**March 24th Meeting Assignments**

Next Month Agenda items:
GM Report – B4: Membership

Board Report – C2: Board’s Job – Dave

Meeting adjourned at 7:57 p.m.

Executive Session commences.