



Board of Directors Meeting Minutes for the RAFC

July 23, 2020

Location: Virtual meeting via Google Meet; due to Covid-19

Board President Hannah Abrams called the meeting to order at 6:33pm.

Attendance

Board Members Present: Melissa Rixon, Hannah Abrams, Jess Venable Novak, Mattlew Poli, Chris Littler, Abi Fowler, Chris Etori, Irene Gold, Steve Peters

Absent: TJ Allen (vacation)

Hannah pointed out a few errors in the last meeting minutes, which Katie noted. Hannah then asked for a motion for the minutes from the June meeting to be approved. Jess Venable-Novak motioned. Abi Fowler seconded.

Committee Reports

Finance Committee w/ Chris Littler

June Review

- Sales down \$25,090 or 14%
 - HABA sales down 19%
 - Cooler sales down 21%
 - Bulk sales down 22.1%
 - Take Out down 60.5%
 - Produce sales up 3.3%
 - Alcohol sales up 39.1%
- COGS down \$12,241 or 11.3%
- Loss/Waste down 28.6% (\$726) over last year
- Profit of \$3,625 down 76.5% (\$11,796)
 - \$1,401 spent on Turner Piping due to freezer compressor failure

QTD/YTD Date

- Sales down \$62,625 or 11.8%
- COGS down \$39,742 or 11.6%
- Loss/Waste Down \$1,450 or 23.7%
- Profit of \$5,316 down \$9,895 (65.1%) over last year

Looking Forward

- Awaiting guidance from HFCU regarding applying for PPP forgiveness
- Moving forward with engaging Catapult once loan forgiven
- Continued reopening of Take Out/Prepared Foods
- Resumption of Fish Program end of August

Strategic Planning w/Hannah Abrams

This year there wasn't a laundry list of things to fix, which allowed the committee the time to actually strategically plan.

**RESULTS 1st Quarter, fiscal year 2020-2021
Company Wide Rocks & Accountability**

Q1 Financial Goals

Gross Sales: \$: 505,000 /\$470,216
 Net Income: \$: 12,000 /\$5,317
 GPM: %: 34-37%/35.5%

Q1 KPIs (Key Performance Indicators)

1. Sales Growth: -2.0%/-11.8%
 2. Basket totals: \$30/\$39.73
 3. Member growth: 75/\$61

	WHAT	WHO	WHEN	COMPLETE	COMPLETION
				Yes/No	Date
#1	We updated the personnel policies and the staff job descriptions (rolls & responsibilities) is complete and ready for implementation for Q2	TJ Allen	June 30, 2020	YES	June 28
#2	The Member/Owner data project is complete	Monica	June 30, 2020	YES (only 8 very old "FUNKY" folders)	June 30
#3	Two of the four vacant board seats are filled	Hannah	June 30, 2020	½ way. We brought on Melissa Rixon to the Board	June 23rd
#4	The Catapult POS system has received a down payment and the back of the house installation is under way	TJ Allen	June 30, 2020	NO. Our down payment hinges on our loan forgiveness as we wait for our lender to formalize their application form	N/A
#5	We have formally made our relocation intentions known to Mark Foley	Hannah	June 30, 2020	The Board felt we didn't need to act on this	

**2nd Quarter, fiscal year 2020-2021
Company Wide Rocks & Accountability**

Q2 Financial Goals

Gross Sales: \$: 495,000
Net Income: \$: 7,000
GPM: %: 34-37%

Q2 KPIs (Key Performance Indicators)

1. Sales Growth: 0%
2. Basket totals: \$30
3. Member growth: 50

	WHAT	WHO	WHEN	COMPLETE	COMPLETION
				Yes/No	Date
#1	The Coop is strategically preparing and planning for its new Marketing plan for implementation at the very beginning of Q3. The plan will focus on quantifiable measures to grow community engagement, membership growth and increase sales simultaneously.	TJ Allen	September 15, 2020		
#2	Complete Pro forma process with Don for three possible locations	TJ Allen	September 30, 2020		
#3	Our annual meeting has taken place and we have two new board members or candidates in process	Melissa Rixon	September 30, 2020		
#4	HABA has been relocated within the retail floor to a more optimal spot	TJ Allen	September 7, 2020		
#5	The Catapult POS system has received a down payment and the back of the house installation is under way	TJ Allen	September 30, 2020		

Justin will be an integral part of the marketing plan. He will be back full time at the end of August.

Jess wanted to know if there was a set schedule for this committee to meet before COVID because they would like to start attending meetings each quarter but wanted to know the meeting would be held. There wasn't a set schedule, but one could be made if the committee decided they wanted to change that.

Planning Notes

Rutland Area Food Co-op Annual Meeting for Fiscal Year 2019-2020

Relevant By-Laws:

Section 3.1 – Regular meetings. *An annual meeting of owners shall be held after the close of each fiscal year to review the operations, needs and directions of the Co-op, to select directors and to conduct such other business as may properly come before the meeting.*

Section 3.3 – Time and place. *The time and place of all meetings of owners shall be determined by the Board or, in the event that the Board fails to so act, by the Clerk. Meetings shall be held at a time and place convenient to owners.*

Section 3.4 – Notice. *Written notice of the time and place of any meeting of owners and, in the case of a special meeting, the purposes of such meeting shall be delivered to each owner not less than ten days nor more than sixty days before the date of the meeting. Notice shall also be posted prominently in the Co-op's store. Any notice required under these by-laws shall be deemed delivered when deposited in the United States Mail, first class postage prepaid, or emailed, with names and addresses as they appear in the records of the Co-op.*

Goals of Annual Meeting '19-20:

- Comply with by-laws
- Engage member owners
- Celebrate accomplishments
- Recognize and express gratitude to Co-op supporters

COVID-19 Challenges & Considerations:

- Health and safety of all cautions/prohibits physical close-proximity and gatherings
- Economic uncertainty emphasizes the need for frugality
- During such times of crises connection and support of community is vital

General Challenges & Considerations:

- Virtual meeting necessary
- How do we make a virtual experience as fun/engaging as possible?
- What are the barriers to member-owners accessing a virtual meeting?
- A giveaway of co-op gift card was suggested as an incentive for member-owner registration and attendance (Hannah A.)
- Collaborating/accessing PEG TV was suggested as a means to connect with more member-owners who may have barriers to virtual meeting technology (Chris L.)
- Goal is for Annual Meeting to take place in early September/before the September board meeting
- Board member Steve P. has conflict on 9/12 and limited availability on surrounding dates
- How does board member selection/voting work in a virtual meeting?
- Is the Annual Meeting open and accessible to non member-owners?
- What is the budget for the Annual Meeting?

Needs for Annual Meeting '19-20:

- Date and time
 - September Board Meeting is Thursday, 9/24
 - Labor Day is Monday, 9/7
 - PEG TV schedule dependent if we chose to access their services
- Virtual platform
- Invitations/notices/RSVP system

- Agenda
- Raffle incentives
- Board member candidates and accompanying information
- A “How To” doc to explain participation/attendance of our virtual meeting

Successful Elements of Past Annual Meetings:

- Camaraderie of shared meal
- Activities to meet and mingle with other member owners
- Opportunity to showcase vendors
- Music

Potential Virtual Platforms/Live Streaming Options:

- Zoom
 - Video webinar version versus a meeting <https://youtu.be/5vgZzLsI2m8>
 - Appears to be a \$40 investment for 100 attendees and 1 host
- Google Meet
 - Google Suite users (paid subscription but available for free until 9/30) can invite and host individuals who do not have Gmail, meeting length of 300 hours, up to 100 participants
 - Premium option offers in domain live streaming
- Facebook Live
- Youtube Live

PEG-TV

- Public Channel 1075 - Contact Chris McCormack (cmccormack@pegtv.com)
- They do host meetings
- The website says they do not charge non-profits, but does not address cooperatively owned businesses nor list a cost of services
- “Application for Cablecasting” prohibits promotion or advertisement of sales/service, lottery, solicitation of funds

A meeting date needs to be decided on ASAP to coordinate with whichever platform we decide to use. Jess wants to participate in the planning and suggested that we choose a date sooner rather than later so give enough time to plan and market the meeting. Jess also wondered if there could be an integration of Zoom or a similar platform with PEG TV.

Hannah said we need incentives to attract people to attend the virtual meeting, maybe with give-aways. She also suggested that it would be good to have the meeting recorded and available for people to view at a later date. There are no new board member candidates right now, which means we’re not sure if we need to hold a vote since there aren’t any new board members to initiate. Chris says there aren’t any new bylaws that need to be voted on either.

PEG TV seemed to be the best option going forward, and Melissa said the only potential issue is if PEG TV isn't available. Hannah suggested that we choose 3 dates to present. Melissa wanted to know if the meetings were usually on Thursdays, to coincide with the regular monthly Board meetings. Hannah said no, but that we had had good turnouts on Wednesdays, and Sunday nights had the worst.

Potential dates decided upon were:

#1 Sept 16

#2 Sept 9

#3 Sept 18

Matt Poli will be camping until the 16th and will not be able to attend if the meeting is on the 9th or the 16th.

Irene wanted to know if there would be a change of officers. Matt said that it’s voted on only by the board, not at the annual meeting. Historically, at the annual meeting new members are voted in, then there is a Board meeting after the annual meeting to vote in officers.

New officers that will need to be appointed are: President and Treasurer. Matt said he'd be an interim Treasurer if need be. Heloisa was supposed to take over but with COVID it doesn't look like it's going to happen. Steve Peters is to take on the Presidency.

PG Reports

C6-Officers w/Steve Peters

Policy Name & Number:	C6 Officers' Roles
Policy Type:	Board Process
Last Revisited:	July 2019
Director:	Steve Peters
Submitted On:	7/23/2020

No officer has any authority to supervise or direct the GM.
Officers may delegate their authority but remain accountable for its use.
The facilitator ensures the Board acts consistently with Board policies.
The facilitator is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
The facilitator will chair and set the agenda for Board meetings.
The facilitator plans for leadership (officer) perpetuation,
The facilitator may represent the Board to outside parties.
The facilitator will ensure compliance with By-Laws article 6.3.a.
The Second Facilitator will perform the duties of the president in her/his absence.
a. In addition, the Second Facilitator will ensure compliance with By-Laws article 6.3.b.
5. The treasurer will lead the Board's process for creating and monitoring the Board's (not the Cooperative's) budget
a. In addition, the treasurer will ensure compliance with By-Laws article 6.3.d.
6. The Clerk will make sure the Board's documents are accurate, up to date, and appropriately maintained.
a. In addition, the Clerk will ensure compliance with By-Laws article 6.3.c.
(It is not necessary to have all these officers. If your by-laws require or the Board has otherwise decided to have these officers, this is an example of how you might define the roles. As with all Board policies, this one must abide by the by-laws.)

1. Is this policy clear: (Yes/ No/Comments)

Yes

2. How have we been IN compliance?

We continue to update our documents and find ways to increase the organization of our files and processes. Officers are working together to ensure we are following our by-laws and policies appropriately. When there are concerns, we discuss them and find ways to improve.

3. How have we been OUT of compliance?

We have not been out of compliance

4. Overall, have we been in compliance?

Yes

5. Is this the policy we want?

Yes

Recommended changes:

None

C-7 w/Jess Venable Novak

Jess did this report to get the board on track with the new calendar

Policy Name & Number: C7 Committee Principles

Policy Type: Board Process

Director: Jess Venable-Novak

Submitted On: 7-12-20

Last Revisited: unsure, could not find 2019 in Dropbox

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support the wholeness of the Board.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review, and control committee responsibilities in written committee charters.
 - a. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

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- Is this policy clear?
 - Yes, the policy is clear.
 - How have we been **in compliance**?
 - I believe that the Board is willing to create committees to address specific issues and needs that arise, such as membership records, the GM search, and switching to patronage.
 - How have we been **out of compliance**?
 - I believe that all current committees are in compliance. We may want to consider reinstating the Lease Committee and/or a committee to specifically oversee the relocation effort.
 - Overall, have we been in compliance?
 - Yes.
 - Is this the policy we want?
 - I believe that this is the policy we want.

Recommended Changes: None

GM's Monthly Update

1. In-store mask mandate going well after rocky first few days (a few customers causing a scene each day, yelling about their “freedom” and “constitutional rights”, threatening lawsuits, etc). Since calmed down greatly and member-owners are vocally grateful for implementation.
2. PPP Loan forgiveness on hold as we wait for Heritage to put together an application form. They have no timeline for completion but will reach out to us when we are able to apply.
3. Filing of our taxes has been extended by our accountant. For the last few years, we have claimed to have \$44,000 in membership equity. Upon Monica’s completion of manually entering all membership data and the submission of our yearly taxes, it shows that we have over \$200,000 in membership equity. We are awaiting word back from the accountants regarding our next steps.
4. Columinate “Small but Mighty” program has, as expected, been changed due to the impact of the pandemic. It is now mostly remote, save for an instore visit from James (who visited us during our interim GM phase) but encompasses more support (including marketing guidance) and runs through the holiday season which will be beneficial for us. The program will start in the first couple weeks of August. If anyone would like to read more, I have put the overview from Columinate into dropbox.
5. Job descriptions have been updated and handed out to all staff members as of our store meeting June 28th.
6. Bulk deep clean and clean out completed 7/12-7/14 to combat moth infestation.
 - Total cost of product lost not fully calculated yet
7. Middlebury Coop is remodeling their Bulk section at the end of this month and will be giving us 50 used bulk bins free of charge. They are even covering shipping costs!

Board Facilitator Update

Hannah wanted to point out that this was the second to last board meeting for Hannah and Chris L!

Unfinished business

- Decision to merge the Coop related Calendars: Fiscal, Board, GM review, Policy Governance, etc.
 - Jess wanted to know if there should be an archive of past calendars and answers to the reports. Hannah and Melissa said that they agree that the archive would be good.
 - Jess said they were going to overhaul the Drop Box organization and expects it will take about a month to complete.

Agenda Setting

- Board Calendar
 - B1 -
 - C8 - Hannah

Adjournment

Board President Hannah Abrams called for the meeting to adjourn at 7:26pm. Matt motioned.