Rutland Area Food Coop Board of Directors Minutes

April 27, 2023



Location: virtually via Jitsi meet

Present: Absent:

Board of Directors:

Theresa Haywood- 1st Facilitator Mary Grace Johnson

Annika Anca- 2nd Facilitator Jeanne Kaufman

Steven Morneau- Treasurer

Melissa Rixon- Clerk

Jennifer Sanford

Christopher Ettori

Kevin Gustafson

GM: Jeffrey Reel

Board recorder: Sean Babcock

Guests:

Jack Crowler

The meeting was **called to order** at 6:05pm.

No additions were added to the existing agenda.

Theresa made the announcements that Mya Brown has resigned d/t personal circumstances. Additionally, Sean Babcock has accepted the position for board recorder and is present in this role tonight.

Theresa requested that for future meetings, after a committee meets, a designated person update her about any items for BOD to address at the upcoming meeting, so that time may be designated in the agenda.

The March BOD minutes were reviewed and with the small edit of the spelling of guest Sean Babcock’s last name, Theresa made a motion to accept the March minutes. A second motion was made by Kevin G.\*, and the **board moved to accept the minutes.**

**Committee reporting:**

Steve presented a summary of the finance committee’s meeting. The net income was negative but this is largely felt to be d/t Marsha’s commitment to change the processes to the preferred accrual based accounting and implementing best practices around depreciation and changes to the inventory processes.

Theresa reported that the membership committee did not meet. She shared with Melissa the feedback from the March BOD meeting that questions for the membership questionnaire be offered in a multiple choice format vs the existing narrative response format for approachability. Melissa stated that she would modify the questionnaire in advance of the upcoming Membership committee meeting.

The lease committee did not meet and has resumed the schedule of meeting quarterly given the lack of urgent actions.

The education committee is currently moving toward increasing education about cooperatives and has priced out rack cards/postcards that will likely be moved ahead with given the reasonable pricing. The education committee is seeking a new chair. Kevin expressed interest in this role and plans to attend the next scheduled meeting.

The bylaw ad-hoc committee did not meet but Kevin, Theresa, and Jen had an email exchange with some of the priorities for modification at the annual meeting and these same priorities were shared in the board packet. These priorities included:

* eliminating the audit requirement
* modernizing terms for virtual meetings
* modifying terms for a board referendum
* questioning the current consensus led board model (vs majority rules)
* looking at terms for member-owner redemption of paid stock
* modifying the statement regarding a certificate issued with full stock payment since this is not current practice
* changing forms of communication from USPS to email.

Kevin mentioned that he has been looking at taking an in depth look at the bylaws such as the our bylaws that require the RAFC BOD to rule by consensus.

Chris suggested that since we are largely a new board and are focused on increasing member-owner engagement, we refrain from a large-scale overhaul of the bylaws at this time.

Theresa reported that the annual meeting committee did not meet but the date and time remains 9/23/23 from 10-noon.

She had a favorable exchange with the Freemasons next door, during which her contact Rodney McPhee urged the head of the organization to allow our use of the lawn, given that there had been no previous problems or concerns. The president did not reply, but it seems likely that the use of the space is not going to be problematic.

Given the lack of an agreed upon annual meeting budget, she questioned whether the BOD should spend the approximate $1000 cost to rent a tent or whether we would like to have a rain date booked at the Fox Room at the library. Discussion ensued and no one felt strongly that we should pay the expense for the tent, particularly because of the nice accommodation at the library for no cost.

**Comments from guests:**

Jack Crowler was welcomed to the meeting. He stated that he was particularly interested in the meeting as he had heard about potential plans for a water filtration system that the RAFC was interested in (that would remove fluoride in addition to other impurities/contaminants). He was interested in hearing more and wanted to be able to answer any questions the board may have regarding fluoridation of water.

**Governance Reporting:**

Theresa presented the C3 report that Jen completed on agenda planning. Jen largely found the board to be in compliance. Theresa mentioned that she had posted the board calendar as part of the board packet and would like to utilize it more for year long planning purposes.

The board reviewed Jeffrey’s Ends report. He felt that he was in compliance and the board moved unanimously in agreement.

**GM Updates:**

In addition to the GM report with updates in the board packet, Jeffrey announced that he is working with a person who feels that they may be able to recoup some untapped revenue from tax credits offered during the COVID-19 pandemic shutdowns/restrictions that the RAFC did not take advantage of. This is a no risk endeavor given that the RAFC would only pay a portion of awarded money to the person applying on our behalf.

Secondly, Jeffrey let the board know that we had been awarded membership in the NCG! This was a very new development that will require a lot of Jeffrey’s time going forward for the onboarding process, but all were very excited about this positive step for the RAFC.

**Old Business:**

Regarding B4 membership PG noncompliance status: Theresa reported and she and Melissa had performed a mini-audit (2 accounts) with the paper file and Catapult and found it to be accurate. We established that the due date that was confusing (since many had the same date) were actually the date that Monica (bookkeeper at the time) put them into the excel file that was uploaded into Catapult.

Hannay Abrams, board 1st facilitator during the time of the server crash of 2019, clarified that the paper files were still updated even with use of the former POS system that crashed. Given this, there was not a major disruption of data. Hannah was confident that Catapult should have the membership data that we have (from paper files). We hope to get assistance in having Catapult generate accurate reporting in the future. **Jeffrey was asked whether he now feels that B4 is in compliance and he stated that he does. There were no concerns regarding this expressed by the BOD.**

Theresa shared the update on Lynda Lee from Elisabeth Kulis, which was that when she, Lyle Jepson, Barbara Spaulding (RRA) met with Nathan Cleveland at the ACCD, they were advised to wait on submitting a planning grant for Lynda Lee until this Fall but that excitement remains about this project. Ongoing discussions were to be held with Mayor Doenges and the Aldermen. According to Elisabeth, this does not stop the project and she looks forward to continuing to work with the RAFC as a potential partner in this project.

**New Business:**

Theresa asked that BOD consider assisting in the opportunity for free shredding given the backlog of boxes of papers that are in need of shredding. She was in touch with a rep. At HFCV who clarified that the date is Sat. May 13 from 9-noon. Melissa did express concern given that the event is geared toward individual (not business) account holders but other sentiments were expressed that past experience was that this event was not very restrictive. Jen mentioned that going forward, we may need to utilize shredding at UPS or Staples, or even if a medical provider would be willing.

Theresa asked that in the spirit of increasing the board’s effectiveness, we should all start asking people about interest in joining the board. Target the annual meeting since this is the most traditional time to start a term.

The upcoming schedule was reviewed:

Finance: 3rd Weds- May. 19th, 6pm, virtual

Membership: 2nd Tues- May 9 6:30pm, virtual

Lease: 1st Thurs- May 4, noon, virtual

Annual Meeting: 4th Tues- May 23rd, 6:30 pm, virtual

Bylaw Review: 3rd Mon- May 15, 6:30 pm

Next BOD meeting: 4th Thurs- May 25, 6pm, RAFC meeting room

The upcoming PG assignments were reviewed:

Jeffrey: B1

C4: Steve

The board thanked Sean for joining us in his new role. Gratitude was expressed to Jeffrey for his hard work in moving the RAFC in a positive direction. The board members were thanked by Theresa for their attendance and dedication.

Theresa made a motion to adjourn at 7:23. The second was made by Chris\*.

All approved.

\*Possibly not accurate, but not recorded at the time