

Rutland Area Food Coop  
Board of Directors  
Meeting Minutes  
March 23, 2023



Board of Directors present:

Theresa Haywood- 1st Facilitator  
Annika Anca- 2nd Facilitator  
Steven Morneau- Treasurer  
Jeanne Kaufman  
Jennifer Sanford  
Mary Grace Johnson  
Christopher Etori  
General Manager, Jeffrey Reel

Board of Directors not present:

Melissa Rixon- Clerk  
Mya Brown  
Kevin Gustafson

Welcome:

Theresa called the meeting to order at 6:10PM. Brenda Hawthorne was introduced as a perspective board member. Member-owners, Shawn Babkoc was present and Jeffery added to the agenda to discuss the additional grant funding he would be applying for.

Theresa presented a clarification to the minutes around the feasibility study. With the additional language, Theresa made a motion to approve the Meeting minutes from the February 23rd meeting. Jeanne and Steve seconded the motion and it was approved.

### Committee Review:

Finance Committee: Jeanne spoke about the month showed a small negative balance of \$615 for Feb. Year over year showed a profit of \$5000 and indicated a \$53,000 increase in payroll. Jeanne gave an overview of the allocation with depreciation spread over each month, and how this improves accuracy. The inventory increase was due to having taken an inventory done for the store, instead of using standardized numbers. Bulk was also added to the counts in inventory when we hadn't done that before. Theresa made a motion to sign an engagement letter with McCormack, Guyette, & Associates, PC CPAs. Jen seconded the motion and it was approved.

Membership Committee: Therese presented on the membership committee. She showed the Board survey and encouraged all to go on and take the survey. Chris mentioned that surveys that are open ended tend to get less responses, and suggested making more questions "choose from" options.

Lease Committee: Jen presented that there was not a time crunch with the lease since it was signed and we don't need to meet about that for another quarter. Theresa mentioned that the lease committee would be taking on the space development. Theresa talked about how the group wanted to see all the market studies we had done in the past. And there would be another meeting in May to continue to conversation.

Education Committee was unable to meet in the previous month.

### Policy Governance:

Annika presented the C2 Board Policy. The policy was read and approved with no changes.

Jeffery presented B8 - Board Support and B9 - GM Succession. He spoke about the succession plan being out of compliance. He does not feel we will be in compliance any time soon. He is gathering and creating documents and notes on items that a new GM would be able to reference if Jeffrey became unavailable. He doesn't feel that there is enough funding for someone to fill the role completely, but that there is staff that can step in temporary. Jeffery agreed to work towards becoming compliant by this time next year. Chris made a motion to approve the policies as presented and seconded by Jeanne. The motion passed.

### Old Business:

Theresa spoke about the clean up in the upstairs area of the Co-Op. There is a plan to spot check the list that Marsha had on the accountant computer. Theresa and Melissa plan on working on reviewing what is there to make sure they are accurate.

New Business:

Theresa asked about the Annual meeting committee planning to meet and set up a date to meet next. Jen, Mary Grace, and Theresa will be working on the committee.

Therese proposed putting together an ad hoc committee about the by law suggested change that should be presented at the annual meeting. Theresa will be reaching out to Kevin to help with verbage on the changes needed. Jeffrey and Jen would like to be included in the conversation. Kevin to possibly chair that committee.

Jeffery reminded everyone that NCG would be arriving on March 28th to have lunch with the Board and tour the store. Chris and Jeffery to connect and coordinate this event.

Jeffery gave an overview of the NCG application and what will be required of the co-op if we are accepted.

A review of the committee meeting schedule dates was discussed, and the next policy governance assignments. The meeting was adjourned at 7:55PM.