Rutland Area Food Coop

Board of Directors

Meeting Minutes

May 25, 2023



Board of Directors present:

Theresa Haywood- 1st Facilitator

Annika Anca- 2nd Facilitator

Steven Morneau- Treasurer

Melissa Rixon- Clerk

General Manager: Jeffrey Reel

Guests: Ralph Secreti

Board recorder: Sean Babcock

Board of Directors not present:

Kevin Gustafson

Jeanne Kaufman

Jennifer Sanford

Christopher Ettori

Theresa called the meeting to order at 6:05PM.

The board welcomed member-owner Ralph Secreti to the meeting who introduced himself as a Co-op member for over a decade and a 50+ year health food movement supporter.

Theresa announced the resignation of Mary Grace Johnson from the board.

It wasagreed to wait until the June BOD meeting to approve the April minutes since they had not been submitted yet from the board recorder and the available minutes were constructed after the meeting by Theresa but Sean stated intention to submit the April minutes.

Committee Review:

 Finance Committee: There was a fresh start for April because the fiscal year ended March 31st. The Co-op was 15k in the black.

 Membership Committee: Melissa adjusted membership survey with the suggested changes from last meeting that included adding multiple choice options while keeping some open free-form responses so members can still share their thoughts.

Melissa informed the board she will make a QR code for the survey. Once the survey is launched (~4-5 weeks for go-live), she suggested there be a set time to solicit responses and then take in the data for analysis.

Steve asked if it was feasible to add the QR code to a receipt. Jeffery would look into this.

 Board outreach Committee: Goal was set to have Co-op board presence at one farmers’ market per month. One date in June and another in July.

Theresa discussed the Pride event that is 9am to 5pm on Saturday June 17th. Ideas related to promotion and merchandising were shared, but the confirmation of the event is still up in the air since the Pride organizers suggested that the co-op may not have submitted their application in time. If the Co-op doesn’t get into the event, the merchandise/ decorations for Pride mo. can be used in the June farmer’s market.

 Education Committee: Kevin and Theresa are going to take the Peg TV VIP training to prepare for a future of video media being used to promote the co-op. Theresa shared committee ideas including videos of interviews or cooking classes that could be shown on the website or on aYoutube channel. The media recorded with Peg TV does get aired on cable television, but it also can be used on social media platforms the co-op runs as well (Instagram, Facebook, etc.).

Steve suggested a virtual, but live class with a pre-made ingredient list presented at the co-op so people can pick up the ingredients in store ahead of time. Different ideas for seasonal and holiday themes were discussed using items soldat the coop.

*Bylaw review:*

Theresa informed the board she was able to meet with Jen and Kevin regarding the referendum bylaw (Referendum 5.7). Bylaw was paraphrased: if 3 board members felt strongly about something, they could call a meeting of the RAFC membership, at which time the topic could be voted on and approved by a majority of those present.

Theresa emailed AJ Ruben for his thoughts because he most likely created this bylaw. He didn’t feel strongly about keeping it because it hadn’t been used in ~28 years (entirety of Co-op as an organization) but pointed out that there was a clause that protected the RAFC from some risk since it stated that agreements with 3rd parties (ex. Lease) could not be voted upon in the referendum.

No one had objection for the aforementioned bylaw staying as is for now.

There was discussion of 8.4 Redemption (paraphrased: member can ask for an equity payment refund). She felt that a refund should not be provided unless the member petitioned the GM or BOD stating that the RAFC did not follow bylaws or some other grievance. Jeffrey cautioned that some members may object to the ability for a refund to be taken away.

There was also a discussion relating to Kevin rewording bylaws for accessibility and ease of understanding. Steve voiced a concern of focus on bylaws vs. overall direction of co-op such as moving the retail location and getting members involved.

Annual Meeting:

Tentative location: Fox room (upstairs in the Rutland Library). Another alternative: Outside with no tent, with rain date backup as Fox Room.

Date was moved to Sept 30th (Due to Jeffery needing to be at NCG meeting earlier in month, being shortly after the board meeting that month, and synergy with national mulled cider day). Ideas regarding balance of food/ fun vs. business were discussed.

Policy Governance:

Steve presented the C4 Report: board meetings. He felt and the board agreed that they were in compliance with C4.

 B1 Financial Update- In compliance with exception of a positive net income. Jeffery hopes to be in compliance this quarter (by next B1 report).

 A few factors that will help going forward were discussed such as adding a grab n’ go cooler (after conquering issues with securing electric contractors) and the new water filter installation. Theresa motioned to accept this report out of compliance RE: pt2 (net income) with goal of being in compliance in by the next B1 report (next quarter). Annika seconded this motion and all in attendance were in agreement.

Jeffery Presented GM report discussing installing a sign that can be seen from center street due to the greater foot traffic in that area. He is getting a quote for a potential banner from Green Screen Graphics. The board discussed potential grants from organizations like the Downtown Partnership and potential contacts to hire for a co-op mural that would complete the objective of drawing people from center street.

UNFI looked at the Co-op sales for 2022. If the Co-op was a member of NCG (National Co-operative Grocers) that year, there would have been a $54,374.06 savings. 400 emails were added to the email master file for the newsletter (from previous paper sources).

New Business:

Theresa said its time to be proactive about nominating new board members during the September annual meeting because the board is thin in membership.

There was a discussion regarding how to communicate the true commitment to new potential board members successfully as well as who was up for reelection. The general consensus is there is a 5 hour commitment minimum monthly: 2 hours for the board meeting, 1 hour for preparation of the board meeting, and 1 hour each for 2 committees. It was agreed that there could be additional time required if there is a decision to move the retail location.

Theresa mentioned the BOD ½ day retreat as part of our subscription with Columinate and suggested an October date so that new board members can attend and serve as orientation to some extent. The board was in agreement.

Committee meeting Scheduled dates:

Finance Committee: 3rd Wednesday (June 21st)

Membership Committee: 2nd Tuesday (June 13th)

Education Committee: 3rd Tuesday (June 20th)

Bylaw review/Nominating/Annual meeting committee: TBD (would like to move from 4th week of the month).

Lease committee: next scheduled to meet in July

Next board meeting scheduled for June 22nd

Theresa motioned to adjourn the board meeting with motion to second by Melissa. No board members present were in opposition to this motion, so the meeting was adjourned at 7:39PM.