

RAFC BOD meeting Minutes
March 26, 2026
Location: RAFC, upstairs & virtual



The Rutland Area Food Co-op exists to ensure:

Access and Affordability: Residents of Rutland and surrounding communities have affordable access to minimally processed, minimally packaged, organic, and ecologically sustainable food and products, promoting the health of individuals and the environment.

Support for Local, Ethical, and Co-operative Producers: A thriving market for local, regional, fair trade, and co-operative producers of food and household products, fostering economic sustainability and community resilience.

Community Building and Education: A vibrant community hub where owners and patrons can collaborate, learn, and empower each other through educational programs and shared experiences.

Values-driven Collaboration and Support: Partnerships and cooperation with individuals and organizations sharing similar goals, amplifying efforts towards community well-being and sustainability.

Employee Well-being and Engagement: A supportive workplace culture that values and respects employees, providing opportunities for education, growth, and fair compensation, ensuring a motivated and dedicated team.

Welcoming and Positive Shopping Environment: An inclusive and accessible space that embraces diversity and promotes a sense of belonging for all members of the community.

Board Members Present

- Theresa Haywood, 1st Facilitator
- Steven Morneau, 2nd Facilitator
- Jeanne Kaufman, Treasurer
- Kathleen Wanner
- Scout Edenfield
- Jennifer Sanford
- Kevin Drohan (Virtual)

Absent

- Irene Gold, Timekeeper
- Sue Priest
- Kevin Gustafson, Clerk

Also Present

- Chris Etori, General Manager
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1. Call to Order / Agenda Approval

Call to order at approximately 6:00 PM.

Agenda Review and approval by consensus.

2. Comments from Staff or Member-Owner Guests

No formal comments from staff or member-owner guests recorded, and no guests in attendance.

3. Announcements

- Vermont's designation of October as Cooperative Month.
- Board member availability for upcoming meetings.
- June 20, 2026 as the date of the annual Pride Fest.

4. Clerk's Report

Review and Approval of February Minutes

The Board reviewed the February 2026 meeting minutes.

Motion: Theresa Haywood moved to approve the February meeting minutes with agreed-upon edits.

Second: Kathleen Wanner

Vote: Approved unanimously.

5. Treasurer's Report

The Board reviewed the financial statements and discussed observations and trends.

Highlights included:

- February showed a modest positive result and was considered a good month overall.
- A \$1,600 Discover settlement check was received and recorded as other income.
- Janitorial expenses were elevated due to weather-related conditions.
- A large late-February inventory purchase increased February cost of goods and reduced reported monthly profit, though those goods are expected to support March sales.
- Questions were raised regarding the member expenses line item and the treatment of annual meeting expenses within board expense reporting.
- Clarification was provided that annual meeting expenses have their own GL code but are still reflected within broader board expense reporting.

No motion made to the Treasurer's report.

6. Committee Reports

Finance Committee

The Finance Committee reported that it had reviewed the financial statements and noted no major concerns beyond normal operating irregularities. Discussion focused primarily on timing of purchases and cost-of-goods impacts. (See Treasurer's Report)

Education & Outreach Committee

The Board discussed:

- continuing communication with Justine Cavacas regarding educational offerings,
- the policy around product requests from members,
- progress on collecting and posting recipes to the website,
- future outreach opportunities including Pride in June, voter registration efforts, and recognition of Cooperative Month in October.

Strategic Planning / Lease Committee

The Board received updates on the lease and space planning. The new lease has not yet been finalized, but Mark Foley is keeping the rent the same. The co-op plans to relinquish the upstairs space and use downstairs space for operations and meetings. Chris Etori reported that he expects to move downstairs shortly, with additional downstairs buildout and improved climate control anticipated by fall 2026.

Kathleen Wanner is researching possible tax credits related to the facade renovation. An architect visit regarding the facade is scheduled for April 23.

The Board also discussed the accumulated files and unused materials upstairs and downstairs that need to be securely shredded or discarded. Kevin Drohan will explore whether Casella can assist with pickup. The Board discussed holding a cleanup day on April 25, 2026, at approximately 8:00 AM.

Membership Outreach Committee

The board discussed:

- meeting with member Abby Kelso, who plans to attend committee meetings regularly,
- opportunities to strengthen the co-op's role as a local food hub,
- continuation of the Nourishing Neighbors program for another month,
- transition of the newsletter to the Membership Committee, with a target timeframe of May/June.

No motions made on committee reports.

7. Policy Governance

C2 – Board Process

Jennifer Sanford reviewed Policy C2 and reported that the Board is in compliance and that this remains the policy the Board wishes to maintain.

Discussion also included:

- concern that leadership and workload continue to fall on a relatively small number of board members,
- ongoing need for leadership development, recruitment, and continuity planning.

No policy changes adopted.

B2 – Business Planning / FY27 Draft Budget

Chris Etori reported that the work plan was not yet finalized and would return at the April Board meeting.

Motion: Theresa Haywood moved to accept the B2 report, with the work plan to be provided at the April Board meeting.

Second: Jennifer Sanford

Vote: Approved, none opposed.

B3 – Asset Protection

Chris Etori presented the B3 Asset Protection report.

Discussion included:

- current status of the security camera system,
- possible use and placement of cameras,
- privacy concerns,
- QuickBooks access and future cloud-based controls,
- the need for redundancy and role-based permissions.

Motion: Theresa Haywood moved to accept the B3 Asset Protection report as in compliance.

Second: Jeanne Kaufman

Vote: Approved unanimously.

8. GM Update

Chris Etori reported:

- Chris Slayton has joined the staff and is doing well in produce.
- Construction this year will affect Wales Street only, which should reduce disruption to the co-op.
- NCG is scheduled to visit on April 14 regarding final items for the store reset.
- Inventory was moved from Sunday to Tuesday, March 31, beginning at 4:00 PM and expected to conclude around 8:30 PM.
- Sales are up approximately 10-11%.

No motion was made.

9. Old Business

NFCA Annual Meeting Update

Theresa Haywood, Kathleen Wanner, and Chris Etori attended the NFCA annual meeting. Theresa and Kathleen reported that they found the conference motivational.

Key takeaways shared with the Board included:

- advocacy opportunities,
- continuity planning,

- ideas for community engagement,
- importance of maintaining a list of potential future board members,
- value of inviting elected officials to visit the co-op.

The Board discussed sending a thank-you note and invitation to Becca Balint and other state reps to visit our Coop during Coop Month in Vermont.

Annual Meeting Planning

The Board discussed activating the annual meeting planning committee and maintaining the nominating list.

Proposed and accepted a tentative annual meeting date of September 17, 2026, at 6:00 PM No formal motion made to set the date.

The planning committee will include:

- Jennifer Sanford
- Theresa Haywood
- Kevin Gustafson

10. New Business

Term Limit Discussion

The Board discussed whether extending board term limits would be beneficial.

Points raised included:

- benefits of term limits in preventing stagnation and encouraging leadership transition,
- drawbacks of term limits during a rebuilding period, including loss of institutional knowledge and added difficulty recruiting nominees,
- possible alternatives, including increasing the allowable number of consecutive terms.

No motion made. The matter will return for future discussion.

11. PG Assignment

- Board C3 – Agenda Planning assigned to Kathleen Wanner.
- Upcoming policy and calendar items acknowledged.

12. Community Outreach

The Board noted upcoming outreach opportunities:

- Dismas House dinners

- Chamber mixer
- CBLD events, including:
 - CBLD 101 – April 11
 - Finance Training for Directors – April 21

13. Review of Upcoming Committees and Meetings

Upcoming meetings reviewed:

- Membership Outreach – April 9
- Columinate consultant – April 9
- Finance – April 15
- Education – April 16
- Strategic Plan / Lease – April 16
- Next Board meeting – April 23

14. Future Agenda Items

Future agenda items identified:

- Term limits
- Newsletter
- Nonprofit concept

Steve Morneau and Kathleen Wanner will bring back discussion of an affiliated nonprofit for education and outreach at the next Board meeting.

15. Message to Members

The Board discussed sharing that the Board reviewed finances, governance, annual meeting planning, and facilities planning and:

- sales trends are positive,
- there are growing opportunities for volunteer and committee involvement,
- the Board is continuing work on outreach, cleanup planning, and governance development.

Adjournment

Motion: To adjourn the regular meeting.

Vote: Approved by consensus.

The regular meeting adjourned at approximately 7:50 PM.

Executive Session

The Board entered an executive session to discuss GM compensation.

