

Co-op Board Agenda
February 16, 2016
6:30 pm at the Community Center

In attendance: Karen, Joseph, Art, , Bob, Scott, Dawn and Gail (video), Giordano - observing

6:30 Consent Agenda: January minutes - Art moved to accept January minutes, Joseph second - approved

6:35 Committee Reports

- Building - Have started talking with the town office about local regulations around expansion and has requested a zoning variance. This was submitted before new floodplain ordinance has gone into effect. Things are progressing on the repairs.
- Treasurer - Financial review came in Jan 22. This is not an audit. The company has completed part of the process and is now working with the MC to get other information that is needed to complete the review.
- Communications/Newsletter - The newsletter is going to print soon the date is to be determined. Looking for staffing and other things for town meeting. Karen asked that someone from the board chair the communications committee. Joseph will become the new chair. Looking at having some sort of entertainment for the Membership meeting, to entice more people to come. Board gave approval, Outreach committee will find people.
- NFCA March 5th meeting - In Greenfield, MA. Dawn and Anji from the MC will be attending. We have room for one more slot. Let Dawn know if you are interested in attending.
- Strategic Planning - At the information gathering stage and will be sending two questionnaires will be going out to (members and non-members) in various forms and places.

7:00 Determination of Dividend - Member sales for 2015 (subtracted beer and wine sales) If we gave 1% back it would be \$6,382.00, that amount and percentage is not feasible. Motion was made to make the decision over email and confirm during the March meeting - Approved

7:15 Link report: Fire Marshal compliance: Two items remaining: Security system upgrade (MC looking for other other quotes), and brackets are needed to be installed on the 2nd floor fire escape. Working members: Jonna has sent out an application to the insurance agency for coverage and we are waiting to hear back from them. The MC has not made any decisions on additional security yet. Dorothy (Herb Buyer) has stepped off the MC, but will continue as a buyer. MC is now at 11 members. MC has not met yet to discuss the evaluation.

7:30 Planning for Annual Meeting April 16

- **Snacks:** The board will look into it.
- **Facilitator:** Gail will ask Jamie Spector to be the facilitator.
- **Board Vacancies:** We are going to hold off appointing Giordano and let the membership vote him on, and to continue inviting him to the meeting. Joseph is in talks with Karl Bissex too, Art and Scott will contact Marge Christie. Have advertised in the e-newsletter. Gail will send out something to post in the store.
- **Energy Coalition Endorsement:** e-mail thread was inconclusive. It is on the agenda for the Annual Meeting, along with the a discussion on endorsement policy.
- **Discussion of Dividend:** Announce the dividend and reasons behind decisions.
- **Bylaws (membership for organizations):** Technical bylaw change, that we need to get a vote on.
- **Speaker or program:** The outreach committee bringing in music - we have enough going on and won't need a speaker.
- **Strategic Planning Update:** Presentation on the data collected.
- **Potluck Meal:** After the meeting
- **Strategic Planning updates**

Gail will draft up agenda for the annual meeting for the March board meeting.

7:50 Policy on endorsements

- **Should we have a policy?** If we are going to make endorsements we should have a policy on it. We are currently empowered to do so based on bylaws, and having a policy will create transparency in the process. Joseph will make a draft policy. Bob pointed out that it would be the Board of Directors who are making the endorsement.
- **Energy Coalition Endorsement** - We need to get the policy in place before we can make any decisions.

8:00 MC Monitoring

- **B1 Financial** - Out of compliance on B1.2 and B1.8
 - B1.2 & B1.8 Compliance Plan - Staff hours are coming back in line with what has been originally budgeted. Q1 is historically very tight, and seeing an increase. Margins have been adjusted to reflect need, buyers are being cautious on this. The MC has updated the B1.8 to be more realistic. The MC is planning to be in compliance based on plan for Q2. We need to continue to be even more proactive in planning based on data where we are looking towards the future about the changing market and economy that is predicted to be coming down the pipe. Should we use our line of credit to stay in compliance? The Board has given the MC permission to

use the the line of credit to come closer to compliance, and the MC will keep the board informed as it is used prudently.

- **End 4 Co-op co-operation** - MC reports compliance with this part of the policy.

The Board accepts both reports and plans for compliance.

8:05 Board Monitoring -

- C Global Governance Commitment - In compliance
- D Global Board-Management Connection - In compliance
- C1 Governing Style - In compliance

8:10 Income inequality dialogue - Came from the request of the Vermont Workers Center. We will postpone this for the March meeting. Joseph will ask Heather for any information that we can read beforehand.

Giordano gave a brief overview of who he is and expertise. He will write up a bio for the annual meeting.

Future Meetings Items: Annual Board Meeting Agenda, Develop in-house reference for a living wage, Income inequality discussion, 2015 Dividends Finalization

Board adjourns at 8:40pm