

Plainfield Co-op Board Meeting
August 31, 2017 @ Plainfield Community Center
6:15 PM

In attendance: Bob Fancher, Chris Jackson, Sarah Phillips, Jean Hamilton, Giordano Checchi, Alicia White

Absent: Pete Coleman

Links: Jeanine, Nancy

Guests: Doni Cain (building committee), Jay Hubert (notetaker)

Check-ins

Group photo delayed until full complement of board members is present. Confusion around which Monday meetings are held, 4th Monday is confirmed.

Board Monitoring

C7 Committee Principles

The Board agreed the policy is clearly stated, and supports the wholeness of board. **Decision:** The Board is in compliance with Policy C7.

Committee Updates

Expansion Finance Committee. Sarah provided a verbal report. Efforts are focused in two areas. First, moving forward with 501(c)3 status for the community center. Steps: Create a corporation first, drafting articles, establishing a board, Bob has drafted bylaws. **Action:** Sarah will forward articles and bylaws for full board review. Discuss at the next board meeting.

Also identified necessary steps to move forward with a market study. Specifically, can our customers and potential customers support an expanded co-op at the current location. Need approximately \$10,000 to do a market study. Could use some restricted funds – would need board approval to access restricted funds. Would like to move forward with a CDS consultant w/ specific expertise for co-ops. **Action:** Sarah will forward the CDS consultant's proposal for board members to review.

Jean is pursuing grant funds from Hunger Mtn. Co op et al. Will not hear from HMC until November. **Action:** Jean will put use of restricted funds on next months agenda, and incorporation on community center as non-profit.

Outreach and Marketing. Chris provided a report. Outreach & Marketing could use more help bolster committee membership. There are specific marketing ideas that members could help support, etc. marketing to Goddard students, road sign from the west on Rte 2. **Action:** Chris will schedule a meeting in October or November, attended by Jean, to ID more committee actions/focus. Review charter for O & M at this meeting. **Action:** Jean will set agenda for October or November meeting.

Newsletter; Glenda's personal injury pushes publishing date back, **Action:** Jean will send a card from Board to Glenda.

Building Committee. Doni presented an overview of the history and interest of the building committee. The building committee was instrumental with the last building renovation (planning,

budgeting, outreach, skilled volunteer labor. With the current building project being assessed for feasibility, the building committee is focused on maintenance now. The committee wants to reassess its vision and charter and reaffirm its relationship to the Co-op, is it a board committee or an operations committee of the MC? The building committee is also not clear about where the current building project is at, e.g. committee got square footage to put specific price on expansion, heard not enough feedback from board after reporting this number. Doni would like to be able to directly review infrastructure projects as they are proposed and be more involved in these decisions. Giordano clarified that the building expansion committee is a sub-committee of the building committee. Giordano also suggested that current building schematics would be good to have on hand. Doni is collecting and digitizing drawings to be stored at Co-op so as to meet this request. The Board reaffirmed that the building committee is an operating committee of the MC (which should be made clear in the charter). Any capital renovations/repairs or use of restricted funds would be brought to Board for review and approval, but the Board does not see itself as responsible for generating building project requests or directing the work of the building committee.

Affordability & Food Justice, Action: Nanci will follow up w/ Anji about scheduling this committee.

Records retention: Chris (MC) can take on cloud backup project for records, a need for a fire-proof cabinet that contains original signatures has arisen. Google Cloud is not the cheapest option for online backup, but has a free trial. It will cost under \$600 a year, but will be hundreds. Bookkeeper backs up every night to the cloud, so this is fast becoming pertinent.

Policy Review: Sarah, Chris, Gale, Jean are current members, they are hoping for a link member with relevant duties to join. **Action:** Nancy will join the next meeting. Are trying to get back to board with proposed policy revisions by December. Only looking at B, C, & D policies for now. Next meeting is September 11th, Monday @ 4 PM. Reviewing mission and ends are not currently on the docket for discussion, though clarification about community center under aegis of planning & review could be necessary. **Action:** Jean will put on an agenda for board review of the mission statement at a later date.

Treasurer's Report: Sales are up 6% OVER budget, carried mostly by groceries and produce. Expenses are less than last year and below budget, mostly due to lower wages. Many newer faces noticed in town, and this is attributed to higher Goddard residency numbers, possibly. An analysis of new member sales vs. established member sales analysis could be helpful. Net income is over \$19,000 year-to-date, which is a good. Newer employees with lower wages are thought to be a driving factor, which is only helpful in the short-term. Are managers still watching hours and keeping low to make these gains sustainable? Managers will watch but be reasonable in their decisions around employee hours. This last quarter is not the most reliable, so watching the hours is still important.

Link Report

Check conundrum with the bookkeeper is slowly resolving.

Big deli cooler is installed and running, carts moved under higher table by inner front door, and are being utilized more frequently by shoppers. Andy Robinson met w/ Karen & Jeanine and had a

productive meeting, will continue their discussions and should bring a more 'ironed-out' decision on the management restructure in the future.

Staff is putting together a parade float for Old Home Days. The board discussed the ROI on having a table at the Rec Field. It was decided the float was enough this year.

Kristen's last day was last Thursday, will still do signs. Eben has been hired to cover her shifts (for the most part).

Charlotte has made a handy-dandy sales flyer and seems eager to volunteer more time to make more. There was discussion about a wide distribution of flyers to draw interest. Board members thought the visual was helpful. The MC hopes to see these go out as an e-newsletters simultaneously w/ paper copies.

MC Monitoring of B Policies and Ends

The report is excellent and there is a lot to celebrate. The Co-op is on budget for the year, not just the quarter! This is excellent news. The Board discussed and reviewed each section of the B1 report (1-13) to determine compliance by asking: Are the operational definitions reasonable? Is there adequate data to determine/support compliance?

B1(1) – Great news! The charts are confusing, missing some labels. Clarification was provided verbally.

Action: MC will clean up the table/chart for B1.1 in the next report.

B1(2), net income – In compliance

B1(3), cash liquidity – In compliance

B1(4), solvency – In compliance

B1(5), debt – In compliance.

B1(6), real estate – In compliance.

B1(7), filings – The board discussed the need to include Secretary of State filings due to a missed filing this past year (including D/B/A). In addition to adding this filing, it was suggested that the data explanation include a report on each filing – either completed or due date. A quarterly obligation calendar or month-by-month chart could be helpful. **Decision:** The Board asks the MC to enhance data for section 7 in the next B1 report.

B1(8), late payments – The Board noted the improvement made on being current with vendor payments and discussed the chronic lack of compliance with B1(8). The Board asked for clarification on how many accounts were more than 30 days past due (0), what typical payment terms are at other Co-ops and what typical payment terms are with the Plainfield Co-op's vendors. Larger Co-ops, like HMC, are often able to set their terms at net 30. Our co-op generally tries to meet the payment terms for all vendors. The Board discussed whether the interpretation of the policy was fair – and whether the metrics are most relevant. The Board discussed whether vendors are giving negative feedback; Jeanine said not currently. This is positive. The Board suggested the MC look at another small co-op (e.g., Buffalo Mountain) to see how payment terms are handled and how current they are able to be with vendor payments. The Board suggested that the MC consider an interpretation that looks at achieving 0% of accounts payable more than 30 days out of current, as anything 30 days past due tends to lead to poor vendor relationships, fees, etc. The Board suggested that the 15 days out of current may not be as relevant to review, but agreed that looking at the average out of current over the quarter is helpful. The board also suggested that complaints from vendors be considered in the interpretation.

Decision: The Board asks the MC for a new interpretation of B1(8) in the next report. The Board accepts that the MC is out of compliance and the plan for compliance.

B1(9), restricted funds. In compliance. **Decision:** The Board asks that the MC report on any expenditures of restricted funds in the data section of the next report.

B1(10), financial record keeping. The Board discussed that actions have not yet been taken to address the concerns raised in the independent financial review. There was discussion about resources needed by the MC to take on updating financial management systems and the prioritization of management tasks. The board discussed the need for the MC to carefully prioritize and allocate resources. There was discussion on whether the Board should prioritize items in the financial review for action or the MC should plan and prioritize. Bob provided his response, as Treasurer, to the review. There was discussion on the need to update the chart of accounts and whether that would happen for FY18 or later. There was discussion on whether the MC is in compliance with B1(10), given that the financial review would indicate otherwise. The Board accepted B1(10) as in compliance last quarter, with the same information.

Action: Bob will send out the financial review and his response to board members.

Decision: The Board does not believe the MC to be in compliance with B1(10). The Board asks the MC to prepare a response to the financial review (plan for compliance), that identifies which items the MC agrees need action (or explains why an item does not require action), prioritizes actions and provides some general timeframe for completion. The Board requests this plan (response to the financial review) for the September board meeting.

B1(11) – In compliance

B1(12) – In compliance

B1(13) – In compliance

Decision & Action: Due to time, the Board decided to postpone discussion and review of B6 report until September.

Other Business

Bob is preparing the FY18 Board Budget in the next month for the Board to review soon.

Alicia, Jean, Pete and Sarah attended the Policy Governance crash course, which was an excellent overview of policy governance.

Consent Agenda – July Board Minutes.

Decision: The Board approved the consent agenda.

Check Out

B1 to be re-visited, B6 postponed to next month's meeting. Jean will not be present @ next meeting, Giordano will facilitate.

Action: Giordano and Jean will talk before the 13th, and Jean will connect with Sarah to prepare the board packet and meet with the Links.

The Board discussed the length of the meeting and how to be more efficient. Board members are encouraged to place comments for clarifications, etc in the google docs monitoring reports **prior** to meeting to move these discussions along quicker. **Action:** Jean will shift board agendas to include committee updates at end of meeting.