

Plainfield Co-op Board Minutes
June 26, 2017
6:00 pm at the Community Center

Attendees: Bob Fancher, Chris Jackson, Pete Coleman, Alicia White, Jean Hamilton, and Giordano Checchi (by phone).

Links: Jeanine Dewald

Check-ins.

Action: Group photo next month.

We agreed to adjust the meeting to 6:15pm, and also continue to end the meeting 8:30pm

Board Monitoring

C5 Code of Conduct

The Board discussed the current policy, including how we handle conflicts of interest and the need to affirmatively recognize the lack of individual board member authority in interactions with staff and MC. **Decision:** The Board agreed that it was compliant with C5.

Committee Updates

Treasurer – Bob

High level overview – sales are up and expense are down (largely wages). Budgeted net income was (\$1,500) in the first 5 months; actual net income \$9k+. That's good news. Less wage expenses is due in part to turnover of staff (lower starting wages). Produce sales have increased, and as a driver of overall sales that is important.

The Secretary of State's Office requires an annual filing of officers and fee (\$25) to remain a corporation in good standing. The Co-op lapsed recently; the fee has been paid. There was a conversation about the MC's responsibility to file and pay corporate-related fees (e.g., insurance, corporate filing) and ways that the Board could have stronger oversight to ensure these important items are happening. This likely fits into an existing policy.

Action: Bob agreed to review our existing policies to see where annual filings and fees may fit in; and we can discuss at the next meeting.

Expansion Finance – Sarah

No USDA Award notice yet. The committee released an RFQ to see what interest existed with potential consultants. The committee is also continuing to explore the possibility of a nonprofit community center – key points include the ways that the Co-op and the Community Center would interact in terms of finances, building and governance. Committee is talking to members of the community and Co-op that are passionate about the community center and volunteer to

support it's operations. **Action:** The committee will present (to the Board and MC) some recommendations on a nonprofit community center and its relationship to the Co-op (perhaps as draft articles/by-laws).

Outreach and Marketing – Chris

The committee did not meet this month. Chris is exploring possibilities of more marketing to Goddard students. **Action Steps:** Chris will reach out to Joseph to talk about continuation of the committee; review the strategic plan; and work with the MC member to convene a meeting.

Reminder/Action: Jeanine will connect with the Links/Committee Chairs to collect committee meetings notes and share with board members prior to the next meeting. Jean will also contact committees (chairs/MC/board liaisons) to draft charters for committees, which can be posted online. **Action:** Bob is going to make some edits to the Policy Review Committee Charter.

Building – Pete

Pete was not able to attend the last meeting. There are no committee minutes. Doni is the new committee chair. There are maintenance and minor repairs that the Co-op has, and there's longer-term capital planning. The committee is discussing what it's role will be to support each. In particular, with a newly formed building expansion committee that will focus on the large scale, whole building project.

Building Expansion – Giordano

This committee did not meet. On hold until feasibility project is moving forward. Jeanine agreed to be the MC member on this committee. **Decision:** It was decided that internal layout committee will not be its own committee, but a subgroup of the building expansion committee.

Membership – Chloe

Affordability & Food Justice – Anji

These committees have not met.

Policy Review – Jean

Jean emailed folks interested in this committee with possible first agenda items. **Action:** Jean will convene this committee this month. Possible dates: 7/18 after 4:30; 7/19 evening; 7/31; 8/1; 8/2.

MC Structure and Function - Links will provide an informal presentation on who is on the MC, the functions of the MC, its committees, and decision-making structure.

Action: Giordano will send the photo of the MC visual aid from last year's MC presentation to the board meeting.

The Management Collective was born out of a history of successive management transitions.

The staff and board consulted with Buffalo Mountain Cooperative (which has an MC). The MC began in 2009. A management collective recognized the strengths and expertise of multiple staff members, and creates more flexibility within the Co-op, which works for a co-op of small size. There are currently 9 MC members, with approximately 17 staff, and 15 departments (with 8 buyers); all hourly employees (no salaried). The MC meets monthly as a whole, and there are three standing committees that are empowered decision-making bodies: buying, personnel, finance.

What distinguishes an MC from a staff member? Being a buyer (with some exceptions), being on a standing committee, being the MC on call (rotation), having supervisory responsibilities.

The MC is considering how to continuously improve upon its management structure – in particular, balance and definitions of responsibilities and roles, possibly in conjunction with pay scales.

What are the ongoing professional development needs of the MC in terms of how MC's operate and/or management in general? (Separately), what are the professional development/technical assistance needs of the MC as it considers its next evolution? How can the board support the MC in its efforts? The Board supports the MC in seeking some outside consultation and taking time to develop its management structure.

There was some discussion as to the kind of consultation that board members thought might be helpful – such as job descriptions development/review, perhaps an MC job description. There was also discussion about ways that our implementation of policy governance could improve and strengthen the relationship of the board with the management collective, and the partnership between the two.

Action Items: Jean will reach out to the Peoples Co-op (Portland Oregon) and Buffalo Mountain Coop for examples of PG and MCs. The Policy Review Committee will take up the discussion of strengthening policies related to supporting the MC. Chris agreed to consult with the Policy Review Committee.

Link Report

Kathleen is back! Sales are good! There's a slightly larger deli cooler replacing the small deli cooler. Board members were reminded to read the MC minutes.

Board/MC Development

- Policy Governance Crash Course with Gail (August) – 3 hours

Action: Jean will doodle to identify a date; probably a weekend day (or 8/16 Bennington Battle Day).

- Listening Session (Fall) – **Action Step:** Discuss goals and possible dates at the next board meeting.
- CDS Cafe (11/4/17) - www.cdsconsulting.coop/cooperative_governance/cooperative_cafe/

The board discussed attendance at the CDS Café – full day of training and development for management and board members. We set a goal of 4 people attending, 2 MC and 2 board members. Board members would pay their own fee. MC members have fee and wages covered for the day. Look at the event. **Action:** Board will discuss CDS café attendance at the next meeting.

- Store Audit, (by 7/13?)

www.vtfarmtoplate.com/uploads/Independent%20Grocery%20Store%20Audit.pdf

The board reviewed the self-assessment tool that shoppers can complete with a walk through. The idea is that board members could complete the assessment, with the understanding that board members are providing suggestions (not direction) and that the MC is empowered to accept (or not accept) and prioritize suggestions. Bob mentioned that the assessment could be adjusted to reflect the Co-op's own definition of local/regional (vs. "Vermont"). The MC hasn't fully considered whether it would feel comfortable with assessments completed by board members (can we affirmatively hold that we are completing the assessment as "trusted shoppers" vs board members? We affirm!). Links think it could be helpful. **Action:** Ask the MC if they support board member completion and Links will let Jean know (who will let the Board know).

Board Monitoring - End 5 Awareness of Quality and Source of Food

Decision: The Board accepted the End 5 report.

There was a suggestion that adding measurable indicators and/or benchmarks is a way to track change over time. **Action:** Sarah agreed to some ideas to get MC members thinking about possibilities.

Consent Agenda: **Decision:** May minutes were approved.

The meeting adjourned at 8:20pm