

Plainfield Co-op Board Minutes
October 23, 2017
6:15 pm at the Community Center

Attendees: Chris Jackson, Bob Fancher, Alicia White, Jean Hamilton, Sarah Phillips

Absent: Giordano Checchi, Pete Coleman

Links: Chloe Budnick (Kathleen was absent)

The meeting convened at 6:25pm.

Check-ins:

Kathleen had to leave town for an urgent need. Chris agreed to be timekeeper. Jay will be back as notetaker in November.

The Board approved the consent agenda: 101917 Special Meeting Minutes

Board Monitoring

D1 Unity of Control – The Board read the policy. There was agreement that the Board is diligent in its work to be conscious of this policy in its work. There was no

Link Report

New hire for front end shift. Shift scheduling seems to have settled well for employees. New links: Karen and Kathleen. New working members also. Staff hours are up due to training. Will follow up with info on the possible insurance claim on the cooler breakdown. Management duties of exiting MC members have been passed on to others.

The MC is considering investing in an Employee Assistance Program (EAP), to provide anonymous and short-term social/emotional support to staff. The MC will further discuss and may come to the board with a budget request related to providing this employee benefit.

MC Monitoring of B Policies and Ends

[B7 Board communications](#)

There was discussion about possible improvements to the “data” section of the report. The board discussed that the lack of timely reports was not disruptive to its work, and has improved from the past. The board reviewed past conversations on reports and the goal for the Policy Review committee to review report templates.

The board discussed a number of issues where the MC lacked timeliness in its responsiveness to some committee and board requests. **Action:** Jean will create a shared document or “task list” that members can add to – the list will be items from the board that are awaiting MC action/response.

Action: The Board asks the Policy Review Committee to review and revise B7, B8 and B9 as needed, to avoid duplication between the policies and also review these minutes.

There was discussion about whether the MC notifies the Board of anything that would affect: “major impact on the co-op’s operations”, such as communication with the board during the management restructure planning. There was also discussion about when and how the MC reports to the board on personnel issues – examples that would need Board notification:

personnel issues that are impacting the membership or could potentially be a part of litigation. Issues like “morale” or major personnel conflicts. This is an area for continued reflection and growth between board and MC – specifically, the board could further articulate what is an area of “major impact on the Co-op’s operations” that would also maintain a proper balance with the Board’s role vs. Management role.

The Board accepts the B7 report as presented.

B8 Board support

See previous discussion. The Board accepts the B8 report as presented.

B9 Emergency Link Succession

The Board supports the link structure. The Board accepts the B9 report as presented.

B6 Staff –

The Board discussed areas of the policy that could use review through the Policy Review committee, such as more legal review of personnel policies or a staff climate/engagement review, etc. **Action:** Send these items to the Policy Review Committee.

The Board discussed B6.4 “the Management Collective will not establish compensation and benefits that are internally or externally inequitable”.

The Board accepts the report as written, except for B6.4, where the Board does not agree with the operational definition nor that the MC is in compliance with B6.4. The Board requests the MC to provide a full B6 report again in April. The Board agrees that a plan for B6.4 compliance may need to follow the work to address management structure/functions.

- B1.10: Financial Condition - [MC Plan/Response to Financial Management Review](#)

The Board reviewed the revised MC Plan regarding B1.10. The Board discussed the desire for additional detail regarding the MC response to the financial management review (“audit”). The Board does not accept the plan as presented and requests that the next B1 report include a response that includes a response to each item in the audit and a timeline for addressing or reasons for not addressing.

Finance committee (Alicia and Bob) agreed to provide technical assistance and support to the MC on drafting a plan/response.

- [End 1: Healthy and Affordable](#) – Review of this end was tabled.

Committee Updates

Discussion & Decision-Making

Expansion Finance

- Review Community Center Materials: Is the board prepared to incorporate as the Plainfield Community Center? (see bylaws, budget and articles of incorporation)

The Board discussed the plans to incorporate the Community Center. Bob circulated the articles of incorporation for signature; he will also get Pete and Giordano's signature. Once signed, he will submit to the Secretary of State's office with the \$250 fee, paid for from the Board's budget as a governance expense. The first board meeting for the Community Center will be held in November. There were no questions.

- Does the board approve use of up to \$11,000 from restricted funds to conduct a market study to determine the viability of capital investments in the building? (see market study proposal)

The Board discussed the value in having a market study with cash flow projections from a field expert that could support an expansion project at a site in Plainfield. There was discussion about the potential consultant and whether the consultant had the expertise needed to provide accurate forecasts to support important Co-op business decisions.

The committee will continue to search for other funds to support the market study, which is estimated at a total of \$11,000. The Board agreed to release these funds.

Action: Jean will resend out the materials from Debbie (potential consultant).

- Review "[Green Light Questions](#)" - are these the right decision points?

TABLED

- Will the board ask the MC to work with the Building Committee to consider and present two building expansion scenarios: 1) build out vs 2) build up (into community center)?

The Board agreed to ask the MC to work with the Building Committee on this task to understand what a 2nd floor expansion would entail, whether it could meet expansion goals and what estimated cost differences might be. Bob offered to sit with the Building Committee at one point

See [minutes in packet](#) where noted **

Treasurer** - Bob (financial reports in packet)

Building/Expansion** - Pete & Giordano

Records Retention- Alicia

Expansion Finance

Membership - Chloe

Affordability & Food Justice - Alicia

Outreach and Marketing - Chris

Newsletter - Jean

Policy Review- Sarah

Other Business

- Discuss Board recruitment strategy

Fy 18 Board Budget - Accepted

overall budget process - TABLED

- [Link evaluation](#). Is this the right template? Yes.

- **Action:** Jean will evaluate the Links using this tool and send a draft.