

**Co-op Board Meeting Minutes**  
**October 18, 2016**  
**6:00 pm at the Community Center**

**Board Members Present:** Gail Falk, Bob Fancher, Joseph Gainza, Sarah Phillips, Giordanno Checchi

**Management Collective Links:** Chloe, Nancy

**Guest Present:** Jean Hamilton

**Check-in**

- **Jean Hamilton introduced herself.** Disclosure of Potential Conflict of Interest: Jean is a consultant to food small businesses, many of whom are Co-op vendors. Jean's family has a business – East Hill Tree Farm – which also supplies food to the Co-op on occasion.

Jean's appointment to the board will be considered at next month's meeting.

- **VOTE:** Sarah Phillips was appointed as Board Secretary.

**End 1 Monitoring Report-- The Plainfield Co-op will distribute healthy, affordable food and other goods.**

The Board unanimously agreed that the End 1 Monitoring Report was exceptional. The Board used the End Report Monitoring Report Tool to review the report.

**VOTE:** The Board accepts the report from the MC.

- The Board asked that the MC develop targets for its measures of "healthy" and "affordability" for the Board to review at its December Board meeting, as part of a new interpretation of this End. The report provides a baseline measure; the Board suggests that the MC may set a target to maintain or increase its distribution of healthy and affordable foods.

**Strategic Conversation on Healthy, Affordable Food**

The Board discussed the information in the End 1 Monitoring Report. There is good information in this report that can be used to engage the membership and market the Co-op. We discussed different aspects of affordability, and what contributes to financial affordability, as well as the perception of affordability. We discussed the interplay between affordable products and accessibility and also a welcoming community. Becoming a more welcoming co-op is a goal in the Strategic Plan.

## **Strategic Plan next steps**

- **Response from MC on Accountability**

Yes, the MC accepts accountability. There was agreement that the capacity of MC members to take on the strategic plan accountability is limited by financial constraints; committee work will remain key.

The MC will report to the Board it's timeline for convening committees and establishing committee charters. The Board suggests that committees convene by the end of January.

- **Member survey**

Sarah will revise the survey to align with the current version of the Strategic Plan. She will send the draft survey link to the Links. The goal of the survey is to engage the membership in the Strategic Plan and encourage committee participation.

- **Final approval for plan**

**VOTE:** The Board approved the final version of the Strategic Plan. Bob will put the final version on the website.

## **Committee Updates**

- **Financial Review**

The Board discussed the financial review report and the Treasurer's response. The Board agreed that the areas for improvement are important, but not urgent.

**VOTE:** The Board agreed with the Treasurer's response. The Board directs the MC to complete a scheduled examination of what is needed and a scheduled implementation plan.

The Board will review both the implementation plan and the progress in implementation through the ongoing B1 monitoring process.

- **Communication Committee**

November 15th is the deadline for the next newsletter, the Farm to Plate issue. Various possible articles were discussed.

## **Link Report**

New hires on the staff, and new MC members – hooray! All is going well. The new deli cooler is doing well. Black River Produce has been sold to Reinhart. There was some discussion of the impact this will have on our small co-op, and our local vendors, and particularly inventory management.

The MC provided feedback directly to the Policy Governance CDS Consultant about the training not meeting MC expectations. There was some discussion on this, and continued affirmation by MC Links and the Board for ongoing open communication between the MC and the Board.

## **Consent Agenda:**

September minutes  
By-law amendment on email notification  
Charter for Policy Review Committee

**VOTE:** The above items were approved.

The MC needs to appoint two members to the Policy Review Committee.

Bob will add the committee charter to the website. Other committee charters can also be added.

B5 revised language

This item was removed from consent agenda and improved language was discussed. The goal is to be more explicit in having this policy address food and product safety.

**VOTE:** Add the additional language to B5 – Treatment of Consumers:  
“3) Fail to follow safe food handling procedures.”

## **Board Budget Development**

Bob discussed current budget and expense items – insurance, dividend mailings, training, professional expenses/consultants (e.g., financial review), annual meeting.

It was discussed adding a modest amount of funds for the Board to host an annual staff recognition event.

Bob will email out the current budget for board review. Next meeting will include review and approval of the budget.

### **Board Monitoring: C7 Committee Principles**

Board self-review: We haven't always provided written committee charters. The only Board Committee at this time is the Policy Governance Review Committee, chartered tonight. We are currently compliant. Other current Co-op committees are not Board committees. The Communications Committee has a charter, but will be revising its charter to take account of the new duties arising from the Strategic Plan.

### **Implementing By-law on Co-ops as Members**

There was some discussion on whether there should be a reciprocal agreement with cooperatives that are members. Gail will research language from other cooperatives.

### **Do we want to have a Fall Festival (since we aren't having Annual Meeting)**

The Board had decided not to take on hosting this event, but supports the Membership Committee in creating future events.

Board Packet:

- September Board minutes
- End 1 Monitoring Report
- Market basket comparison
- MC September Minutes
- Financial Review and Comments on Review
- Draft Charter for Policy Review Committee
- Draft Revision to B5 Policy
- Proposed by-law amendment on email notices to members
- By-law on Co-ops as members

