

Plainfield Co-op Board Agenda
February 21, 2017
6:00 pm at the Fire Station

Present: Sarah Phillips, Jean Hamilton, Bob Fancher, Joseph Gainza, Gail Falk (by phone)

Links: Jeanine, Nancy

Absent: Giordano Checchi

Check-in

Great teamwork by Expansion Finance committee!

Updated compliance report and compliance update on B1.

There was discussion about various parts of the report. The Board expressed gratitude to the MCs for the detail provided on short-term strategies. Bob asked about “variable” pricing, which Jeanine clarified refers to setting mark ups differently for different products. Jean reflected on the work she has been doing with the MC. Annie, the consultant from Farm to Plate, was very helpful; there are some additional online materials available that the MC plans to use. More work is planned to help the MC/buyers to translate numbers into marketing strategies. Jean also met with Matt to look at ways to streamline payment processes. Matt had some questions about bookkeeping/financial reconciliation. Jean really enjoyed meeting with the team.

ACTION: Bob will reach out to Matt to discuss financial reconciliation process and revisit the issue of what bookkeeping tasks might come back in house.

ACTION: The MC will make sure that Naomi (bookkeeper) provides monthly financial report by the 2nd Monday of the month to give the board adequate time to review and discuss at the following meeting, as needed.

DECISION: The Board accepts the compliance report as is, and asked that the next Board meeting include a financial statement review and a verbal update from the MC on ongoing compliance activities.

B2 Monitoring Report. Planning and Budgeting.

There was discussion and clarification on different aspects of the report and attached

budget for 2017. Expenses are budgeted slightly higher than last year, but based on a slight decrease from actuals. Sales are projected to have a slight increase. Altogether, the budget does not provide for a net profit. This would mean no member dividends. The MC has presented a realistic budget, with targets based on past performance. The budget does not include the minimum net profit required by the policy. There was discussion about the issue of dividends and how best to present the information in the budget to the membership.

DECISION: The Board accepts the budget as presented.

Committee Updates

Expansion Finance

The Co-op submitted a grant application to USDA Rural Development for \$25k expansion feasibility assessment. Funding announcements aren't likely until summer at the earliest. The committee will look at other opportunities to fund a feasibility assessment. The feasibility assessment would include a market study, financial projections/pro forma, preliminary design and internal readiness assessment. These components together would help the Co-op to determine whether/how to finance and manage an expansion at the current location.

ACTION: The committee can share a timeline/phases for possible expansion (feasibility, preparation, construction, opening) at the next meeting.

Communications (now Marketing & Outreach)

One suggestion of this committee is to change the name of the committee to Marketing & Outreach. There is a 3 film series, and it may continue in the fall if well attended. This committee is also thinking about new grocery carts and a new Co-op banner.

DECISION: The Board agreed that this committee will now be called the "Marketing & Outreach Committee".

ACTION: The Marketing & Outreach Committee needs to update its committee charter (to be approved by the Board) and find a new chair.

The Board discussed putting out a web-based "want ad" for a new Marketing and Outreach Committee chair. **ACTION:** Jean will write up the "want ad", and Bob will put on the website.

Treasurer

The Board discussed how to notify members of no dividend. It will be reflected in the newsletter and in a letter announcement about the annual meeting.

Shall we start a non-profit Community Center organization?

The board discussed some pros and cons for organizing the Community Center as a separate non-profit. Pros: access to grants and tax-deductible donations for making improvements to the community center (e.g., accessibility, windows). Cons: complications for bookkeeping, though it was discussed that this would be minimal. The MC may have some questions about the Co-op's ongoing use of and management of the Community Center. A legally separate Community Center could have by-laws, lease, articles of incorporation and/or MOU which could spell out the details of the legal arrangement between the Co-op and Community Center. For example, the Center could lease the space, the Center Board could be the same members as the Co-op Board, etc. There are many remaining details.

DECISION: The Board will further pursue the possibility.

Annual Meeting 4/2. Time, place, program

Location: the Senior Center or the Opera House

Sunday, April 2nd, 3pm to 5pm, Snack Potluck, with Acoustic Music and Business Meeting

The letter for the annual meeting will go out in Mid-March.

ACTION: Joseph and Gail are working on location; Jean is working on musician. The MC will post "Save the Dates" in various locations (Co-op, facebook, etc.)

Board elections: Jean and Sarah will be running. Joseph and Gail will term out.

ACTION: Jean will check in with Pete about running for the Board. He needs to be a member and write a paragraph about why he wants to be on the Board. **ACTION:** Jean will check with the MC about possible board nominees. We will all come up with at least one suggestion for the next meeting.

Link Report

The Co-op is up 3.5% over YTD sales. The monitoring reports and MC minutes provide thorough updates (thank you, MC!). There was some discussion about membership coordination, as reflected in the MC minutes that Chloe would like to hand off this task to another MC member. There was a suggestion that a member might be able to take

on some of this work (recruitment of other working members?) in partnership with the MC. The Marketing and Outreach Committee might be a resource for finding someone. There was also some discussion about surge protectors.

Consent Agenda: January minutes
D1, D2, C8 amendments
End 1 interpretation
B3 Monitoring report

Decision: January minutes, D1 and C8 amendments are accepted.

Action: Revised language for End 1 interpretation and D2 amendment are moved to next month. D2 required a minor edit on the annual evaluation date.

The Board decided to discuss the B3 Monitoring report on asset protection. The Links clarified that the replacement of the locked cabinet is imminent. There was additional discussion on adequate recordkeeping. Bob presented asset protection as a full consideration of “if you lose it, would it put the business in jeopardy”. Board members agreed that adequate recordkeeping from this lens would fall under a policy on asset protection – for example, corporate files, personnel files, finances, inventory, etc. Bob also mentioned that records may be outdated with the Secretary of State.

Decision: The Board accepted the B3 monitoring report and finds it in compliance. The Board asks that the MC consider adequate recordkeeping as part of the next B3 Monitoring report, specifically any needs for offsite digital back up. An assessment of adequate recordkeeping could include an inventory of what records the Co-op maintains, location of records, etc. The Board agreed that they would be glad to provide feedback on an inventory and make suggestions.

Action: Bob will work with Chris to update records with the Secretary of State.

End 4 Monitoring Report

The Board appreciated the way the report looked at different ways the MC is working on this End. Like all Ends, it is a work of continuous improvement, which the MC reflected in their report. Jean mentioned that the displayed Co-op principles in the store is great.

Decision: The Board accepted the monitoring report and finds it in compliance.

Who wants to attend NFCA conference March 18 in Greenfield?

Gail is planning to attend, and Jean is tentative. The MC will consider whether expenses will allow for sending a member of the MC. Total: 2 board members and maybe 1 staff person.

Request from Melinda Vieux

The Board discussed the conversations that Jean had with the Town and Water Dept. It was made clear that truck traffic was not a contributing factor, and the Town was not contributing towards the cost. The Board discussed that the issue of old pipes needing replacement may impact many residences and businesses in the village, including the Co-op. There was discussion of the Co-op's finances.

DECISION: Despite Melinda's respectful and reasonable letter, there was a general agreement that the Co-op does not have excess finances to support a request which is not a liability of the Co-op.

ACTION: Gail will draft a letter to Melinda.

The Board discussed different ways that the Co-op could annually present appreciation to its neighbors, to be more neighborly.

Board Monitoring

C Global Governance

"Acting on behalf of our members, the board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations."

DECISION: The Board agreed that we are in compliance with Policy C.

ACTION: C1 Governing Style and D Global Board/Management will be discussed at the next meeting.

The meeting adjourned at 8:35.

BOARD PACKET:

January Board minutes
Bi Compliance Report

B2 Monitoring Report

B3 Monitoring Report

End 4 Monitoring Report

? financials

Jean's notes on water pipe replacement

MC February minutes

Draft Amended D1, D2

Info on March 18 NFCA conference

Revised language on End 1 interpretation