

Plainfield Co-op Board Minutes

Special Meeting June 13, 2019

UNOFFICIAL – NO QUORUM – NO DECISIONS MADE

Board members present: Sarah Phillips, Pete Boyle, Chris Jackson

Board members absent: Giordano Checchi, Charlotte Domino

Others present: Jean Hamilton, Gail Falk

Sarah Phillips determined that there was not a quorum. The by-laws set a quorum as two-thirds of the Board; thus, for a five-member Board four members must be present. Accordingly, no formal Board decisions were made at this meeting, but those present discussed the items on the agenda.

Debrief of June 8 meeting.

Jean will make a Google Doc for collecting member ideas and visions for change. She is also working on tabulating the recommendations from the small groups at the June 8 meeting and will share them with the Board.

Those present confirmed the decision not to have a second member meeting in June. Instead members will be encouraged to discuss the future of the Co-op at small “Kitchen Table Conversations. Jean will suggest to the staff that they have their own Kitchen Table conversation so their perspectives and voices will be included. The results will be reported back in June and July. Also in July there will be a member poll, to be discussed at the June regular Board meeting, and a letter to members with a short synopsis of the status of the Co-op.

Once the Board has received all the member feedback in June and July, the Board will have a retreat to look at all the input and come up with immediate and long-term plans. The retreat will be a half day in late July or early August. It may be a two-step process with the retreat coming up with broad plans and then a smaller group including community members with business know-how work-shopping the ideas. The retreat will not be open, but Sarah may invite additional participants she thinks can make a contribution.

These plans will be presented to the members at a Special Meeting in August. It is expected that there will be a combination of short-term strategies that will be implemented in the fall and longer term strategies. Most of these strategies will not require member approval, but rather member education. It is hoped that, if some of the strategies entail cutbacks, by the time of the August meeting the membership will understand the necessity. Even if the store finances are looking better in August, Jean said it is important to emphasize that this is the

result of short-term fixes and the Board must continue to say that the present model won't work. It may be a good idea to take a straw poll if certain long-term strategies are going to be pursued, such as joining up with a neighboring co-op. Chris pointed out as an example that the membership was asked to vote in favor of the idea of moving to an Equity ownership system a few years before the change was implemented. At the August meeting it will also be important to share with the membership the need for new energetic members on the Board.

Member Mailing and Next Steps

Sarah will draft the text of the letter to members in time for discussion at the June meeting. Pete suggested that the letter be in the form of a card with an eye-catching graphic on one side. He has a friend who is a printer and will contact the friend about printing and addressing the card/letter at cost and report back at the June meeting. Jean will brainstorm art for the graphic. The letter will go to inactive as well as active members. Jean will look at the mailing lists for Mail Chimp and try to determine why some people did not get the December mailing. The letter will include a warning of a Special Member Meeting in August where the Board and General Manager will report on the plans for the Co-op and also Board elections.

The letter will include information that many members have heard, but it is important to keep members informed that change is coming so that during June and July, they can have input into the change

Fundraising/Gift Card Campaign

The Fundraising Committee will be in charge of rolling out the campaign. Probably will change name to Pre-Buy card, but this is left to the Finance Committee, as well as considering whether there should be any rewards for being a "sustaining" pre-buy member.

Jean will put out target numbers for how much we will ask/need people to prebuy.

Brief Review of May financial statements.

No comments or discussion.

Staff Meeting.

Jean reported on a meeting the previous week with staff. They talk about the challenge of holding a positive atmosphere in the store while knowing that there are serious problems. Morale is good. Staff worked collaboratively to solve a complex problem. She assured the staff that there will be no cutbacks over the summer. The Board asked Jean to communicate to the staff that the organization cannot make a long-term employment commitment.

Insurance

Pete reported on his review of the new store insurance policy from ICAC (??). It is written as if the Co-op is a non-profit, but he said he had determined that they know we are not a non-profit

and this is the closest they can come to fitting us into their categories. He said it is a standard policy that seems to give appropriate standard coverage for store losses and for liability, including board liability. Gong forward it would be better to work with a company that is used to insuring co-operatives. **Pete has a lead on such a company and will look into it for the future.**

Gail exited.

Entered Executive Session at 7:30 to discuss personnel matters (Pete, Chris, Sarah and Jean)

Exited at 8pm. Action items (moving forward as decided previously, no new decisions)

- Sarah contact attorney to finalize a draft agreement – goal to finalize an agreement by the end of June – will send final draft to Board and GM for review. If discussion is needed, will use next board meeting otherwise assume we are moving forward as previously discussed and decided.
- Let ad hoc committee know that we appreciate and understand that they are moving forward with identifying a mediator

Next Meeting, Monday, June 24, 6:15 pm. Location to be determined.