

Plainfield Co-op Board  
Meeting by Zoom  
July 6, 2020

Board members present: Cat, Les, Rose,

Absent: Sarah

Others present: Peter (GM), Gail (minute taker), Roseanne Scotta (appointed to the Board)

Cat, as vice president, prepared the agenda and chaired the meeting.

Participants were able to connect and to stay connected, except that Gail lost connection for about 10 minutes due to Wifi signal interruptions. No at-large members or members of the public joined the meeting. It was determined that there was a quorum.

Roseanne volunteered to serve as timekeeper.

**Minutes.** The draft June 22 Board minutes were approved with the proviso that the spelling of Sarah's name would be corrected.

**New Board member.** Roseanne Scotta was welcomed and unanimously appointed to fill Giordano Checchi's unexpired term.

**General Manager's Update.** See written report at the end of the minutes. Peter said he had expected Paula Emery, Membership Chair, to attend the meeting to discuss next projects for volunteers now that the phone answering work is finished.

With respect to Hazard Pay, Peter reported that hazard pay is being decreased by half for the pay period starting July 9. Staff have been told that Paid Time Off and increased shopping discount will end two weeks later.

The paperwork from SBA for EIDL is set up for Peter to sign, but our by-laws say the Treasurer and President should sign any loan obligations. After discussion, Rose moved (second by Les) to authorize the President and Treasurer to delegate to Peter in writing the signatory power for the EIDL loan. This was agreed to unanimously. Les will draft the document for the Treasurer and President to sign.

Les suggested that the Co-op should investigate applying for the State of Vermont Covid-19 relief grants for businesses. Peter said that he has carefully looked into this already, and that the Co-op does not qualify because of not meeting the threshold for loss of business income.

Staff updates: Marge Yoder is returning to cover a Sunday shift. Daniel Cregan is a new staff and working out well, but won't be available after he goes back to work in Williamstown..

Roseanne asked how many staff the Co-op employs in total. Peter said that, counting part-time and subs, the Co-op has 22 staff. All but Peter are part-time (less than 40 hours).

Peter is weighing the advantages of applying now or waiting until later in the year for forgiveness of the Payroll Protection Plan loan.

**Annual Meeting.** Prior to the meeting Les circulated to the Board his recommendation that the Annual Meeting be held in an outdoor tent at Onion River Campground. The tent is 4500 square feet, large enough to accommodate the number of people likely to attend and comply with State of Vermont Covid-19 rules about number of people at an event. With the sides rolled up, it could protect people from the rain (if any). Les consulted staff at the State of Vermont who said that it is considered an outside venue if the sides are rolled up. Per the State, we would be allowed to have up to 150 people at the gathering as long as they maintain social distancing. Les thinks this is a better option than an inside venue, because the Covid-19 virus is more likely to spread inside. The owner of Onion River Campground is willing to let the Co-op use the site for free in exchange for the Co-op providing 7 volunteers next spring to help put the tent back up.

Rose asked whether staff would be okay with this location, given the concerns expressed last February about continuing to carry Nutty Steph's products. **Peter said he doesn't know and will check with staff.** Cat said she is in favor of moving ahead with a decision on the site as any place will have its down sides. **All Board members expressed support with moving ahead with using Onion River Campground.** Les will talk to Jaquelyn, the owner, to find out what dates are available. The Board favored Sunday, September 20, and discussed holding the meeting from 4-6 pm so that staff can come to the meeting after the store closes. It was agreed that details such as chairs, food, water, loudspeaker will be discussed after Les talks with Jaquelyn.

The annual meeting agenda items typically include a Board President report, a Treasurer Report, elections, and this year we should discuss sustainability and allow for adequate discussion time for that topic.

We discussed inviting people to bring their own picnic or snacks, and the board would try to round up some donated snacks such as Cabot's packaged cheese snacks and we should provide water.

There was a discussion about giving notice of the meeting. It was noted that the by laws require at least 25 days' notice.

**GAP**

It was agreed that members should get as much advance notice and information as possible for serious discussions about the future of the Co-op. Peter noted that the newsletter could come out just before the meeting as a vehicle to give people information about the major issues to be discussed. Roseanne asked whether there is a way to use technology to get people to raise questions and concerns online before the meeting.

Cat noted that Andy Robinson was a fabulous mediator at the September 2019 membership meeting and wondered if he would be willing to serve in that role again.

Peter said that if people are going to pay for membership at the meeting site, it should be set up for people to gather before 4 pm, so everyone who needs to can update their membership share before the meeting starts at 4 pm.

Cat said she will speak with Paula Emery about recruiting volunteers to help with meeting set-up and clean-up.

**Replacement of Treasurer and other officers.** There was a discussion of the responsibilities of the Treasurer. Roseanne said she is willing to try to be Treasurer with the understanding that she has no experience in retail sales or accounting or being on a board, and would want it understood that she can resign from the position if she finds she is in over her head. Les and Peter agreed to help Roseanne get oriented to the position. Les moved, second by Rose, to appoint Roseanne Treasurer on the Board. **It was unanimously agreed.**

**GAP**

Les said the Policy Governance guidance doesn't require a Treasurer, but if we have one, that person should become very familiar with the finance related policies and what the General Manager has for authority concerning financial matters. The Treasurer should keep an eye on budgeting and planning too.

Peter said he will be sending us a quarterly finance report (F1 in policy governance) for the July 20 meeting, and that Roseanne should feel free to meet with him to learn more about the finances.

Cat said she is willing to step in as President if Sarah is unable to continue, but some members of the Board want to check with Sarah first. **Cat will check with Sarah before the next Board meeting.** Rose said she was willing to serve as Vice President if Cat moves into the position of President. This will be on the agenda for the 7/20 meeting.

**Rose said she will draft a letter to members reminding them to update their equity payment.**

Next meeting: Monday, July 20, 6 pm, by Zoom.

Agenda items for 7/20 meeting:

Financial review – B1 Monitoring.

What to do about continuing hazard pay.

Addressing long-range sustainability in light of financial reports

Decision about new officers, if necessary

Continue planning for Annual Meeting after getting dates from jaquelyn.

## General Manager's Update for July 6th Board Meeting

**Re-opening to the Public:** We have tweaked the schedule based on our experience thus far. Store is now open Noon – 8M six days a week, 11-3 on Sundays. Curbside is now limited to five days a week: Monday, Tuesday, Wednesday, Friday and Saturday. Thursdays turned out to be too crazy and crowded for filling orders, due to deliveries, receiving, and re-packing and stocking. We didn't take orders all winter on Thursdays for the same reasons. Thought we could, but turns out it was a bad idea. We are having to manage traffic to keep just four customers in the store at any time.

**Hazard Pay reduction:** Staff has been informed of the cut in hazard pay, effective with the pay period beginning July 9. I was a little confused after the meeting, checking my notes, and informed staff that the PTO and discounts would also revert to normal at that time. Reading the minutes, it looks like the decision was to continue those for another two weeks, and then discuss what to do with the other half of the Hazard Pay at our July 20 meeting. I thought it was just the Hazard Pay, and can certainly allow the discounts and PTO to remain at their higher levels another two weeks, or let them go back to normal July 9, as staff has been informed.

**Bookkeeper Position:** Have had three interested parties. Met with one, who would not be available to work the hours we need. She is a consultant, as well as a bookkeeper/accountant, and has done a lot of work with Co-ops. She confirmed a lot of our thinking on this position and gave good advice, but the match doesn't work with her other responsibilities at this time. I have had brief contact with one of the other candidates, and just received the other's resume and have not yet contacted them. Candidly, I think this is going to take longer and will probably want to expand our search using Indeed.

**Other Staff:** We've had a spate of other staff illnesses this week, so it's been a daily crisis just to keep our shifts filled. For most of Thursday it was just me, Kevin, Chloe, Laura and Jez (GM and the four Buyers) doing everything. Have brought another new floor staff person on board, Daniel Cregan, and another new sub, Silas Kelley. They have both completed their administrative training (DLC SNAP, COVID). Daniel has had one floor training shift and is scheduled for another this weekend. Silas is waiting to be scheduled.

**Economic Injury Disaster Loan and Payroll Protection Plan:** As you have seen from the series of emails, we have been approved for \$150,000 EIDL. Need to address the signature issue and have a Treasurer. We received the \$10,000 advance. However, as you know from yesterday's email, the PPP loan will not be forgiven by that \$10,000 advance, so it won't be an extra grant. Hard to keep up with all this, quite frankly, as it changes almost daily. As you may recall, our PPP effective date was early May, and our two-month period is coming up this coming week. Again the feds – Congress, this time – amended the PPP program, and we now have until December 31 to ask for full forgiveness of the PPP loan (minus the \$10,000 mentioned above). I have received multiple bulletins from several sources on how to re-calculate the PPP forgiveness forms. Some are still to be finalized, but I'll be spending time on that in the coming weeks to figure out the best time for us to request full forgiveness and to compile the appropriate documentation to do so. Stay tuned.

**Building Sign:** The signs are here and waterproofed and waiting to be mounted. I've spoken with Chris, and he will organize. He's also been asked to organize a training session with John Draper on the new backup generator. Figured we should learn how it works and test it before we really need it.

**Marketing Committee:** July sales flier should be out by the time we meet Monday. Committee has a Zoom meeting scheduled for Wednesday, July 15. No other committees scheduled at this time.

