

Plainfield Co-op Board
Meeting by Zoom
October 19, 2020

Board members present: Cat, Les, Rose, Roseanne (for second half of meeting), Liz, Shana
Others present: Gail (minute taker)

Check-ins and Technical. Everyone was able to connect by Zoom.

Agenda review and Timekeeper. Les volunteered to be timekeeper for this meeting.

Consent agenda. With respect to the Annual Meeting minutes, Les explained that, in typing up the minutes, Gail noticed a typo in one of the amendments to Section 4.01 of the by-laws:

Directors serving more than one consecutive term may serve again after a one year off the board.

It is within the authority of the Board to make changes to typos that do not change the meaning of what was approved by the members. Les moved that the word "a" be removed from the official version of the by-law amendment. **This was agreed to, and with this change, the Annual Meeting minutes were approved.**

The October 5 draft minutes were approved with the proviso that the date of the next meeting should be changed from 10/26 to 10/19, and the date of the heading of the General Manager's report should be changed to October 5.

Board Norms. There was general agreement that the draft of Board Norms was helpful. Shana suggested that in Item #2, it be specified that the timekeeper can interrupt if a person has exceeded the time limit. All agreed to this. She further suggested that discussion of decisions begin with a motion stating the decision to be made, and that, once there is agreement, the chair will state the decision that has been made. **The Board agreed with the changes Shana proposed, and the Board authorized her to edit the final document to reflect these changes.** The approved final version of the Board Norms is included at the end of these minutes.

Les proposed that the Board Norms be made a part of C4 of the Board policies. **This was agreed to.**

Member Engagement. There was a discussion about what to discuss and how to organize the discussion on October 28 that Andy Robinson will be facilitating. Rose said she had written up notes from the workshop on Member Engagement that she, Les and Peter attended recently. She agreed to share the notes with other Board members. Les said he thought it was a priority to take up the 2016 Strategic Plan and consider how it should be amended or changed or updated in light of documents and knowledge we have now, including:

- Columminate audit
- Marketing study
- September 2019 membership meeting decisions
- Pandemic
- Bridge closure because of Route 2 intersection repairs
- Member surveys in 2019 and 2020

After further discussion, it was moved, seconded, and decided that Cat and Rose will work with Andy Robinson to plan the agenda for the October 28 meeting.

Board Budget. After discussion, it was moved, seconded and decided that the Board Budget for 2021 will be \$2300. This reflects savings because of free training that is being offered through the Columminate contract. It is understood that Board liability insurance is paid for in another part of the budget and does not need to be included in the Board budget.

Board Education. Cat strongly urged all Board members to take advantage of the Columminate training for new Board members offered online on November 14 and the four-session financial training beginning November 5.

General Manager's Report. There were no concerns. The report is at appended to these minutes.

Monitoring – F1 Financial Conditions. On motion by Rose, second by Les, the F1 Monitoring report was accepted with acknowledgement of noncompliance of subpolicies 1, 2 and 4 (and compliance with subpolicies 3 and 5) (which implies an acceptable plan to move to compliance.) All approved.

General Manager Evaluation. Cat said that the annual evaluation of the General Manager was on the Board calendar for October, but Peter has been on the job only a little more than six months. She raised the question of whether there should be a probationary evaluation. There was also a question about whether the hiring contract provides for a bonus or salary increase. Cat said she will get the document from Sarah and share it with the Board. The Board then went into executive session to discuss the question of a bonus or salary increase for the General Manager. At the end of the executive session, on motion by Cat, second by

Les, the Board agreed unanimously to do a 6 month evaluation and offer a merit bonus as part of that process.

Les said he would compile the Board actions on the monitoring reports since Peter started work.. Shana will work with Les on the review. Roseanne will look at what is affordable.

Dates for Future meetings:

Board retreat with Andy Robinson on October 28

One meeting per month in November and December, dates to be decided based on the results of a Doodle poll. November meeting should be toward the later part of the month.

Board Norms and Procedures

1. We will strive to respect and learn from our differences of experience and opinion.
2. We will not interrupt a speaker unless we are appointed to serve as timekeeper and are reminding someone that they have spoken longer than their allowed time.
3. We will adopt procedures to assure that all voices have an equal opportunity to be heard.
These may include:
 - ❑ Setting a time limit on speaking (e.g., 30 seconds for a simple issue, two minutes for a complex issue)
 - ❑ Going around the “zoom room” to hear from everyone
 - ❑ Making sure everyone has had a chance to speak before someone speaks again on a topic
4. We will appoint a timekeeper or a secondary facilitator for each meeting to assist the facilitator. When the timekeeper is speaking, the facilitator (or someone else) will keep time.
5. We will rotate the role of facilitator to develop our leadership skills.
6. We will start on time, even if all Board members are not yet present.
7. We will educate ourselves and develop our skills at consensus decision-making.
8. When deciding matters by consensus, we will use clearly stated motions that are seconded and that can be amended based on discussion. Once a matter is decided, the Chair will clearly state the decision that has been made.
9. Items on the agenda will be identified as “for information,” “for discussion,” or “for decision.” If an item is for decision, one board member will state the topic for decision in the form of a motion. After the motion is presented there will be a discussion following the guidelines in #3, and we will proceed to decide by consensus (thumbs up for yes, thumbs on the side for no objection, thumbs down for objection). Until we are skilled at consensus decision-making, we may resolve issues by majority vote.
10. We will sometimes have fun!

Peter's Corner: General Manager's Update for October 19th, 2020 Board Meeting

Staff: We have just begun recruiting for another couple of subs. We have had one sub inform us they are not available again until after the first of the year, and our other current subs are not very flexible in hours available. We also have one permanent staff person who will be leaving us for Utah mid-November, and another who has a long-scheduled medical appointment this week where we will learn if they need to be out for a period of time.

Payroll Protection Plan Loan Forgiveness: As of this writing (Tuesday, 10/13), the North Country Credit Union sent an acknowledgement email upon receipt of our forgiveness application (sent 10/9) and supporting documentation. They said they will reach out if they need anything additional. They have 60 days to act and send the application along with their approval to the SBA, which then has an additional 90 days. As I mentioned in an email, we were able to use the new short form, and I think the timeline will be much shorter.

Culminate Peer Review Audit; Membership Engagement; Follow-up with Andy Robinson: I believe everyone on the Board now has the written Peer Review Audit Report and the Membership Engagement files from that webinar. While each can stand alone, in my mind there is an obvious connection between some of the store audit suggestions, membership engagement workshop and membership committee activities, and any follow up meeting facilitated by Andy. I think it is helpful to keep all of these in mind as we plan strategically to move into 2021. I am most interested in Board feedback on the Audit suggestions as I work to build the 2021 budget for next month's consideration.

Buy Local Vermont Initiative: We have received all \$630, and about half the customers have used their benefits to date. The state is NOT pursuing the large initiative at this time.

Rte. 2 Intersection Project: I participated in the Select Board meeting Tuesday evening, where they discussed and then voted 2-1 to go ahead with the major version of the project. VTRANS person said they are now looking at 2024 or 2025 for construction.

Marketing Committee: Has not met since last meeting. Next meeting should focus on 2021 budget.

Building Committee: Has not met since last meeting. Generator hut is top priority before snow. Turns out the dead tree is NOT on Co-op property, so not ours to take down. It's either Kevin's or the Town's.

Membership Committee: Has not met since last meeting

F1: Quarterly Financial Conditions: Just received the quarterly financial data from Naomi late Friday. Will submit the Monitoring report separately.

Personnel Policy: I have not yet had a chance to work on this since our last meeting.

November Monitoring Reports: As I mentioned last meeting, November is F2, the Business Planning and Budgeting. This includes the “Board Budget,” which is on the Board calendar for approval in November. Les suggested that I use a percentage of sales as a placeholder in the budget I am working on. Barring any advice to the contrary, I will do so. For perspective, the original 2020 approved Board Budget was \$3,750. Through July, we had only spent \$48. With the Annual Meeting mailing and other expenses we are at about \$1300. This includes the Co-op’s share of the Peer Review Audit, but not the other grant funds for that purpose. The \$3,750 works out to 0.3% of sales; the \$1300 projection is about 0.1% of sales. For planning purposes, I will use a mid-way point of 0.2%.

Respectfully submitted,

Peter Youngbaer, General Manager