

Plainfield Co-op Board
Meeting by Zoom
January 27, 2021

Board members present: Cat, Les, Rose, Liz, Shana (Roseanne joined the meeting at 6:40)

Others present: Glenda Bissex, Gail Falk, Peter Youngbaer

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

Agenda review and Timekeeper. Liz volunteered to be timekeeper for this meeting. Peter asked to add the 2021 Policy Governance calendar to the agenda. The current calendar goes through June 2021. Agreed to postpone review of Policy governance calendar to the February meeting.

Minutes. On motion by Cat, second by Les, the minutes of the December 29 meeting were approved.

Member input. Glenda explained she was attending the meeting as an observer and to catch up in preparation for the upcoming newsletter.

Personnel Policy. Before the meeting Cat circulated a model Whistleblower Policy, There was agreement that this would be a good addition to the Personnel Policy. However, it is not a grievance policy (at the previous meeting it was agreed that an expanded grievance policy was needed). Peter said that Buffalo Mountain's grievance is a good model, and he will circulate it to the Board. It was agreed that Peter should proceed with revisions to remove Appendix 2 (Family Leave Policy). Les suggested that the board might want to add model Columinate language to B6 about having policies that encourage employees to report unethical or illegal behavior. On motion of Shana, second by Cat, it was agreed at the next meeting to review a revised Personnel Policy that Peter will draft. with

- References to Family Leave removed
- Whistleblower policy added
- Grievance policy added

And, in addition, to consider a revision to B6 to encourage employee whistleblowing activity. (It wasn't clear who was going to draft this).

F-1 Quarterly Financial Conditions and Activities. After a discussion about when and how the Board should monitor F-1 (6) – (13), it was agreed that the General Manager should include an interpretation of these items and report on compliance with these items as part of the April review of F1.

Shana said she feels the Board's review of the Co-op's financial status is incomplete because the Board does not see a Treasurer's report. It was noted that Roseanne is an

acting Treasurer. Peter said that Naomi prepares a monthly financial report a week after the end of each month. This has been going to Roseanne. Peter said that, henceforth, he will send this report to all board members.

On motion by Cat, second by ?, it was agreed that the F1 Monitoring report is in compliance for sections (1 – 5), and that a review of the entire policy, including (6 – 13) will be done at the April Board meeting.

General Manager's Report. Prior to the meeting, Peter provided his monthly report to the Board. It is appended to these minutes. Peter requested Board approval to spend up to \$4,000 from the capital reserve account to

- Install granite countertops in the checkout area
- Move the bulletin board outside to a weather-protected board where only staff will be able to post items
- Refinish wall to the left of the entry door and replace it with a mural. Peter has talked to Deb Barnwell about designing and painting the mural.

These changes, in addition to moving the Town Notices to the bulletin board where Co-op board notices are posted are intended to carry out Columinate's suggestion that the entryway be less cluttered and welcoming.

Shana said she would abstain from voting because she doesn't have the current budget figures.

Liz said she would like to see a sketch of the mural and examples of Deb's artwork before moving with the mural.

On motion by Les, it was agreed (Shana abstaining) to approve the expenditure of up to \$4,000 from the capital reserve fund for the specified improvements, with the caveat that the mural will not proceed until after the Board has had an opportunity to review the proposed mural.

USDA Proposal for Feasibility Study. Bonnie Wanninger from the Central Vermont Regional Planning Commission joined the meeting by Zoom to provide the Board with information about the potential proposal to the USDA for funds to pay for a feasibility study regarding relocation (or not) of the store. The Regional Planning Commission would serve as the service provider/consultant to the Co-op Board for the proposal. This is a service CVRPC provides for free because the Town of Plainfield pays dues to be a member of the Commission.

Bonnie said that USDA only gives out one or two of these grants per cycle. The scoring criteria do not include how needed or well-conceived the proposal is. The scoring criteria include

- Town population (under 5,000)
- Unemployment rate (higher rate = higher score)
- Median household income (lower rate = higher score)

- Economic distress or trauma

She pointed out that most of the scoring criteria are factors the Co-op cannot change, but the Co-op can increase the score by providing a match equal to 26% or more of the requested funds. The match can be a combination of a portion of Peter's time, and cash. There was a discussion about the criteria and the desirability of obtaining letters of commitment from area businesses to maintain jobs if the Co-op stays in business. Cat asked whether the score would be higher if the focus area were Marshfield/Plainfield, not just Plainfield. Bonnie said she would check with USDA about this.

She said that the grant process for this type of grant is pretty simple. Another grant option is the Community Development Block Grant administered by the State of Vermont. The Co-op would have a better chance of getting this, but it is more paperwork and has to go through the Town of Plainfield. April 3 is the next deadline for a Community Development Block Grant.

Bonnie left the meeting at this point.

Roseanne expressed concern that there are a sizable number of members who are opposed to moving the Co-op. Shana explained that the outcome of the study will be an examination of the relative costs and benefits of moving versus staying. The final decision about whether or not to move will be up to the members, but this will provide the members with information to make an informed decision.

On motion by Rose, second by Les, it was agreed to tell Bonnie to go ahead with the application to USDA.

On motion by Rose, second by Les, the Board authorized the expenditure of up to 26% in match from Co-op funds and staff time. Shana pointed out, that, if the grant is approved and then the Co-op doesn't have the match funds, the Co-op can decline the grant at that time.

Strategic Planning Rose summarized her reading about how Strategic Planning fits into an organization governed by Policy Governance. She concluded that, under PG guidelines, the Board reviews and updates the Ends policies, and then hands the Ends over to the General Manager and staff ask asks them to create a strategic plan to achieve those ends. She does not recommend creating a Strategic Planning committee because that approach is not consistent with Strategic Planning. She suggests doing a survey of the members and, based on the survey, reviewing and revising the Ends at a Board retreat. Les noted that revising the Ends is a continuing process.

There was a discussion about how the Board will review compliance with the current Ends. Gail suggested that each End be reviewed at a separated meeting to be able to give a real focus to each of the Ends. Cat and Les will work on adding Ends reviews to the Calendar. Peter asked about sample monitoring reports for Ends; Gail said she

would find some. She pointed out that there had been written interpretations of the Ends which the Board removed a few meetings ago.

Peter said that he was feeling overwhelmed by these new expectations to create a strategic plan and to do monitoring reports for all the ends policies. He described a typical day and it was apparent that he does not have time in his day to take on the additional challenge of strategic planning. Shana noted that the Board needs to be thoughtful about whether Policy Governance is making the overall job of running and governing the Co-op easier or harder.

Les said he was sorry Peter is feeling overwhelmed but long-term planning is important. Liz said that the Policy Governance guidelines for planning are convoluted and overwhelming, and it is not fair to Peter to spring this on him; she recommended addressing the best way for our Co-op to do long term planning at a future meeting.

Glenda Bissex expressed appreciation for all the work the Board does. On motion of Liz, second by Les, the meeting adjourned.

Peter's Corner:

General Manager's Update for January 27, 2021 Board Meeting

2020 Ended in the Black! Clearly – and amazingly - the biggest highlight of this report. While our net income from sales minus cost of goods sold and regular expenses showed a deficit, it was more than made up for through miscellaneous income: PPP Loan forgiveness, Hazard Pay grant, federal tax refund, insurance rebate, other grants, and donations. Those things are not likely to be duplicated in 2021, hence my recommendation that we NOT declare a patronage dividend this year. Some of the balance is spoken for with the Columinate grant balance, and Naomi tells us there will be a depreciation adjustment when the tax return is completed – a few thousand, at most. Still, given the condition of the building and equipment, putting the net into reserve would be my strong recommendation. Details in the F1 Monitoring Report.

Year End Store-wide Inventory: Year-end inventory was completed on time. Consensus is that the model used this year (spreading it out over time, rather than a mass chore on New Year's Day) worked well. Kevin has a Survey Monkey survey out to buyers on specifics to fine tune the process for next year.

Staff: Staff is in a good spot right now. We will be losing one person at the end of the month who works two shifts a week, and one of our subs will go back to

college in March, but otherwise we're in good shape. The step increases to staff went into effect Jan. 7, with the beginning of the first full payroll period of the year.

Payroll Protection Plan Loan Forgiveness: As I've written in an email to the Board, the new COVID relief bill retroactively provides forgiveness for the EIDL loan advance and related interest. We've received communications from the SBA and our credit union, but the actual implementation timeframe is still to be determined. Nonetheless, this \$10,000 will come off our books as a liability and change to miscellaneous income in the current fiscal year (2021).

Personnel Policy: Updated copies have been provided to all staff and pertinent sections to our payroll service. A reminder that we still have the Grievance section and the Family Leave Appendix to resolve.

Columinate Peer Review Audit Follow Up: 1. Buyers, Inventory, and Margin Achievement: Buyers and I met virtually with James Morrell on the 30th for a group session on inventory management and margin achievement. James is now scheduling individual follow up session with each of the buyers. Additionally, James will continue to work with me on financial management. The work in January is an extension of and covered by our current contract. **2. Physical Space Improvements:** While an outdoor patio or wraparound porch are clearly beyond us at this time, other improvements are desirable and possible. Kevin has done some much-needed cleanup of the jungle of wiring at the front registers, and received a quote from Rock Solid Granite for replacing the checkout and register counters (\$2400). We're also planning on moving the bulletin board outdoors and cleaning and repainting the exterior lobby wall with a mural. I would ask the Board to consider authorizing a capital expenditure amount from our reserve – likely in the \$4,000 range – to accomplish these improvements. Hope to discuss with you at the upcoming meeting.

USDA Planning Grant: Staff is currently working on letters of support.

Marketing Committee: Met virtually on January 5 to plan out the marketing budget and calendar for the year. Following that, we've sent a check and signed an underwriting agreement for WGDR for the year for Joseph Gainza's *Gathering Peace* show, which runs Tuesday mornings 9-10:30. We've also designed a display ad for the Times Argus which will run daily the first two weeks of February,

taking advantage of their 50/50 match for small businesses. The ad contains a 5% off coupon, which will enable us to track its effectiveness. If appropriate, we can renew for March. A Spring direct mail to Plainfield and Marshfield and t-shirts and hoodies are also in the works.

Building Committee: Met on January 12. Board member Shana Siegel attended and brought a typed Equipment status sheet for everyone. New member Ehren Hill also attended, along with Chris, Kevin, Jason, Joe, Adam, and myself. We covered the budget status and reviewed the status of the building and major equipment. A couple minor repairs will be taken care of, and a major weatherization of the upstairs closets is planned for Feb. 14. (Note; the closets were cleared out this past weekend, and folks are now coming and picking up items.) Discussion of how to fund major building items, such as painting. Also, where a hole might be cut I the wall to facilitate replacement of the large freezer or cooler units, which are likely in the next year or two.

Membership Committee: Leah and Paula will met on Dec. 30 to review and draft revisions to new member materials. No ETA yet on this, but it's a priority. A new vinyl circular window/bumper sticker of our logo should be here Saturday. We will be giving one to each new Co-op member when they sign up, and to each current Co-op member renewing their equity payments.

Respectfully submitted,

Peter Youngbaer, General Manager