

Minutes of the Springfield Food Co-op Board of Directors

Thursday, February 28, 2013

Board Members Present: Christine Speidel, Aram Polster, Steve Greene, Brooke Decker, Ron Hoffman

Ex-Officio: Neomi Lauritsen (General Manager), Lucy Georgeff (Bookkeeper)

Member Audience: Stephen Aronoff

Call to Order: 6:05 PM

Minutes of 1/31/13: Brooke made a motion, seconded by Steve to approve the Minutes of 1/31/13 as presented with a minor change to wording on page 3 paragraph 1. The motion passed unanimously.

Board Training – There will be an all-day training in Putney pertaining to Strategic Growth for Co-ops on March 16. Board Members and Co-op staff are welcome to attend.

Executive Limitations Monitoring

B3: Asset Protection – Ron made a motion, seconded by Christine to postpone the B3 Report until the March meeting. The motion passed unanimously.

B8: Board Logistical Support – Neomi provided a revised B8 Report reporting compliance on all aspects with the exception of section 2 regarding the website. The Board has had no access to either the new or the old website for approximately a 3-month period.

Plan for compliance: Ben will email usernames and passwords to Christine and Aram within a week.

Christine made a motion, seconded by Aram, to accept the revised B8 Report with acknowledgement of noncompliance. The motion passed unanimously.

B9: Emergency GM Succession – To protect the Board from sudden loss of GM services, the GM shall not have less than one other manager sufficiently familiar with Board and GM issues and processes to enable her/him to take over with reasonable proficiency as an interim successor.

The GM reports non-compliance. Since the Co-op Management Team is newly formed and in training, the GM plans to identify 1 or 2 people on that team as interim Designated General Manager (DGM) by June 1, 2013. The GM will also work with Peg Nolan to create a written plan to have an interim DGM in training.

Steve made a motion, seconded by Ron to accept the B9 Report as presented with acknowledgement of noncompliance. A review will be conducted no later than the July meeting. The motion passed unanimously.

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GM FYI Report

The Co-op Management Team has started meeting bimonthly. The team is comprised of the GM, the Financial/HR manager and the department buyers. The team is in the process of writing a mission statement and will share and review department financials while continuing to learn about margins, cost of goods and contribution to the store.

High School student Lindsay Fairbrother has joined the team and will assist with stocking. She will gradually begin assisting with bulk bagging and store closing. The store is still in need of a Front End Manager and a part-time cashier.

The Co-op has maintained its weekly average for UNFI purchases for the last 4 quarters.

Neomi has met with Marilyn Scholl regarding the Global Ends Policy and believes a basic report should be ready for Annual Meeting.

Tom Snyder, Merchandiser for the NCGA, has a copy of the Co-op's floor plans as well as a wish list for the store. He will assist with some ideas for a store reset. Neomi has also signed a contract with NCGA Development Advisers. There is no cost for the support. This will assist the Co-op in completing a 3-year written business plan and providing support for future growth.

There were several community events in the last month. Vine Sanctuary utilized the community room for Valentines Day letter writing to activists in prison. Co-op Member Melody Reed organized a vegan potluck, and 13 people attended. She plans to hold a monthly vegan potluck on the last Wednesday of each month at the Co-op.

The Wellness Department will begin "Wellness Wednesdays" in March with additional store sales. Experts will be available to provide samples and answer questions.

The Co-op will have an informational table at the People's United Bank in March. The Newsbank Wellness Fair is on March 20th; Brooke and Cherie will staff a table with information and samples.

Many thanks to member Richard Katz, who recently filmed the Co-op and created a 'Google street tour' of the store at no charge.

There were 9 new members in February bringing the Fiscal Year total to 97.

Inventory will be held Monday evening, April 1.

The meals kitchen is excited to announce that they now have a meat slicer. Many thanks to Steve Greene for tracking the slicer down and getting it up and running.

There is now a dedicated page to the Board and Governance on the website and logins will be provided to the Board President and Secretary.

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A member moved away and sent a letter requesting redemption of their Cooperative equity. The board reviewed the letter. Brooke made a motion, seconded by Aram to grant the request for membership redemption that was received by the Co-op. The motion passed unanimously.

Board Self-Evaluation

C9: Governance Investment – The Board has not engaged in any major proactive outreach. Discussion ensued regarding ideas to attract more members. It was suggested that the website could be utilized as a resource for transparency and communication with the Membership.

Ron made a motion seconded by Christine to delete the final sentence of # 3 in Policy C9. The motion passed unanimously.

NCGA Survey

Neomi and Christine reviewed the draft NCGA Survey and proposed some minor changes. The Board went over this to finalize for online completion by the GM.

Committee Reports / Updates

Condo – nothing to report. The re-configuration of condo fees is complete.

Capitalization Options – report at the April meeting – Ron and Steve will look into options such as member loans. This is an important undertaking that needs to be examined. The option of patronage vs. register discount options would need to be voted on at Annual Meeting if it is something the Board feels important to pursue for the future of the Co-op. Christine believes our USDA loan prohibits patronage dividends, but Steve or Ron will check in with Andrea at USDA.

Membership - Cherie and Brooke will be going to Newsbank on 3/20 for the Wellness Fair. Brooke is interested in creating a custom survey for the Membership to complete. It can be handed out in store and set up online. She will begin to create a mockup for review.

Bylaws – Aram and Christine have been reviewing all Co-op bylaws together and with the co-op's attorney. They have proposed changes, which will need to be reviewed in depth and voted on at the March meeting.

Steve made a motion, seconded by Ron to authorize \$1,000 for legal fees for professional advice to update the bylaws. The motion passed unanimously.

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Steve made a motion, seconded by Aram to hire Sue Dana, CPA to review the bylaw changes connected to member shares; an estimate will be submitted to the Board President prior to completing the work. The motion passed unanimously.

It was recommended by Marilyn that we have an informational meeting with the Members to discuss proposed bylaw changes. It was suggested we do this by the end of April or in early May.

To reduce the cost of mailing, it was proposed that a form be available at the register, where members could elect to receive member meeting notices by email.

Annual Meeting Planning – The Annual Meeting will be held Wednesday June 19th. Location to be determined, probably the garage if we can get a sound system. Goal is to have all warning notices in the mail by May 31st. The printing deadline is May 3rd.

An Informational Meeting for membership prior to Annual Meeting will be held on April 18th at 6:00 PM in the Co-op Community Room. This will give members a chance to discuss the bylaw revisions without the time pressure of the annual meeting, and will give the board a chance to revise the proposals based on member feedback.

Open Session: No members spoke.

Next Meeting: The next meeting will be Thursday, March 28, 2013 at 6:00 PM in the Co-op Community Room.

Ron made a motion, seconded by Steve to adjourn the meeting at 8:46 PM. The motion passed unanimously.

Angela Farrar
Recording Secretary