

**Springfield Food Co-op  
Board of Directors Meeting  
December 3, 2020 6 p.m.**

**Directors present:** Sarah Bolaski, Jane Sandelman, Brooke Decker, Steve Greene, John Vorder Bruegge, Qayyum Johnson, Will Mitchell

**Ex-officio:** Neomi Lauritsen

**Recording Secretary:** Qayyum Johnson

**Guest:** Michelle Pinter-Petrillo, Jack Hurley

**Call to order:** 6:07 p.m.

**Approving minutes from 9/28/20:** Sarah moves to accept minutes. Brooke seconds. Passed.

**Co-op Stories-** Jack introduced himself: background as a teacher... was involved with Abundance Coop. Lives in NH now for five years, impressed with people at the SFC: pleasant & friendlier than other regional coops.  
Michelle Pinter-Petrillo . Lives in Townshend. Works with food service director, Springfield Family Center, teaches farm-to-school; going to school to be a school counselor.

**GM Monitoring:**

- B1: Financial Condition, Q2 Results

Sales growth at 8.76. Remarkable that it grew from a negative # in the previous quarter.

Net income: .24% (up from -9%). Loss of sales from the first Covid quarter accounts for the low.

Short story: Income down/expenses up.

PPP Loan will be in the Mascoma checking/bank account until it's forgiven.

Neomi: SFC spent it from account--it went to hazard pay. \$127,800 is amount of the PPP loan

Steve: How did SFC account for expenditure?

Neomi: Kept track of 2 months of hazard pay... I believe we paid out nearly the whole loan amount in paying for covid months.

Also: plexiglass, printer, additional person... systems for functioning safely during Covid.

*6:21 Jane motion to accept. Steve seconds. All approve. Passes.*

- B7: Board Communication

GM shall not allow the BOD to be uninformed or unsupported in doing its work.

Neomi: I think Sarah should share B1 with Board members (guests?) in the future. Sarah agrees.

Neomi: I want there to be no surprises, I want you to know what's going on at the store. If there isn't sharing, it's probably a matter of time crunch.

Neomi: I am getting lots of support from the folks listed on the report.

Jane: Getting someone to take minutes, would that be B8? (Neomi: Yes, it says it should be an employee)

*6:28pm Jane moves to accept. Steve seconds. None opposed. Passes.*

- B8: Board Support

Neomi: This one's all about logistical support... The Board President and secretary should have passwords... & they change all the time, so I need to figure out a system for that.

All the BOD should be up on the website.

6:30pm Sarah motion to accept. John seconds. None opposed. Passes.

- GM FYI

- Change for change is going well. Excited to receive & to give.
- Coop Month was fun--rained out a few times. Lucy's last day was sweet (grill, music)
- HCRS: received a grant to get their employees memberships (they pay for \$50 of the \$85 membership). Lots of participation from them, including Executive Director
- Candidate for Finance/HR: 35 y.o. Springfield native. Works for a store using open book management, doing \$10.5 million. Some HR experience. Willing to learn. Fabulous references so far... A few more references to follow-up on. David (current consultant) is willing to stay on & assist new person.
- Facilities: carport out front--hope you like the fairy lights... New credit card terminals! Stove has got some issues.

6:38pm GM report ends

### **BOD Self-Monitoring**

- C6: Directors Code Of Conduct

Sarah proposes 4.8. All agree: always room for improvement.

6:40pm ends

### **Board Business:**

- GM Performance Review

Jane: Compensation should be done by the end of the calendar year.

Review should be done by the end of October.

**Action Item: Jane, Brooke, John: subcommittee to finish Review & Compensation both before the end of the year. Will be given to Neomi before the end of January.**

6:43 ends

- CBLD Q1 2021

January 23, 2021: Board 101 training workshop (online) for new board members--Sarah will keep us in the loop... free from CBLD grant.

6:47pm ends

- Recruit for new Board Members (Financially Savvy)

Sarah: we need more Board members! Ideally some folks with an interest in being the Treasurer... Steve & Jane are very hard to replace, & maybe not needed at that level. Will volunteers to try out more involvement in the finances.

Neomi says that staff spends significant time on sales report at their regular meetings.

Action Items: Sarah to send Will information about Treasurer position.

Neomi offers to send out monthly sales reports. Steve offers to do a tutorial on how he reads the important information of the reports. Jane makes suggestions to look at P&L line items.

*6:58pm ends*

- Board Contact Sheet

This item is a placeholder for Sarah to remember to make a contact sheet for new Board members.

- Staff Appreciation - Holiday Cookies/Snacks

What shall we give to the staff?

Neomi: Staff is currently being gifted an \$8 lunch every day that they work...

One vegan, couple vegetarians, one gluten-free.

*7:03pm ends*

### **Board Retreat Follow up**

- Plan Board in the Store Event

Brooke: probably won't do it with Covid. Staff appreciation is taking the place of the Board showing their faces in the store.

*7:04pm ends.*

### **Pro Forma Updates and Expansion Discussion:**

- Expansion Committee/6 Main LLC.- Steve and Jane

Jane: final refrigeration order--Steve is placing it now. We'll get a rebate from Efficiency Vermont. Put out in the newsletter: more environmentally sound refrigeration. \$30k in rebate from EV--fridges, insulation, lighting & hood.

Steve: Spent a lot of time with EV, equipment suppliers, budget & installers. Come up with nice refrigeration system. Pretty close. Final numbers today. Expect to make a purchase of \$160-70k--that takes care of the bulk of refrigeration. 12 weeks lead time for delivery...(Although another 10-20k for smaller fridges & freezers) New, but also able to be serviced!

Steve: 90% done with framing. Kitchen, bathrooms, offices are framed out. Floors are all finished; they've turned out beautifully: polished concrete that's 'bullet-proof'. Electricians are working on wiring for lighting & refrigeration.

Sheetrock will go up in the first week in January. 5-- 4'x4' skylights will be installed on Tuesday. Cloth duct system will efficiently use currently existing heating system. Can be installed ourselves. Lighting system: the aesthetics are okay, but it illuminates the product brilliantly. Kitchen was going to be drop-ceiling, but now it's decided to go all the way up 14' or so.

Jane: As the walls go up, we've been better able to make some aesthetic choices. Transom window, sliding doors. Much easier to understand the space with studs in place...

Front doors will be open all the time with a card reader for bank & coop employees... they'll arrive in 4-5 weeks.

Architects will get back to us re: color schemes.

- Pro-forma Updates

Steve: we need to have some more updates at the next meeting.

***Resolution to allow GM to make expenditures of more than \$10k with regards to the Expansion Plan/Pro Forma with blanket approval from the Board.***

*Sarah makes motion. Jane seconds. None opposed. Passes.*

- Capital Campaign (Topic returned to after Membership Engagement topic)

Neomi: \$541,200 in donations

Steve: There are still businesses to ask for donations to close the gap on Capital Campaign. SOM is a non-profit (Springfield On The Move)--they're able to accept donations that are tax deductible. Attorney is looking into how much flexibility there is in donations made to SOM (which are dependent on the results being able to be "seen from the street").

The research being done to look into other modes of accepting/accessing donations if SOM standards are not able to be met.

Steve: If \$100k more is raised (which he hopes) then we're looking for ways to be able to be more flexible in how the money is spent...

***Action Item: Steve & Jane (Expansion Committee) will meet with Sarah to get her up to date about next steps. Neomi will forward Ben's email to Sarah.***

*7:50pm ends.*

- Overall project – Neomi

Neomi asks that there be an expectation of some expenditures for supporting her during the transition. Ideally she's wanting someone within the organization can help her with roles of Operations Manager, GM support, and others.

- Membership Engagement Committee – John, Qayyum, Will

John: Getting ourselves organized, working on content for the newsletter...

Action Item: Neomi will have Ali send monthly schedule deadlines for newsletter content.

*7:39pm ends.*

- Old building behind the new Co-op building is being demolished! It means more parking... good news.
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**Next Meeting Review and Schedule:**

January 28th, February 25th, March 25th, April 22nd

*7:53pm Steve motions to adjourn. Sarah seconds. None opposed.*

**Upcoming:**

**2021 board calendar planning and deep dive into the annual retreat report**

Respectfully submitted,  
Qayyum Johnson