**Springfield Food Co-op**

**Board of Directors Meeting**

**December 14, 2017 6 p.m.**

**Members present**: Brooke Decker, Jane Sandelman, Lindsay Post, Kelen Beardsley, Steve Greene, Caitlin Christiana

**Ex-officio:** Neomi Lauritsen

**Recording officer:** Lucy Georgeff

**Guests:** Mallory Peterson, Heather Frahm

**Meeting called to order:** 6:00 p.m.

**Welcome and introductions with guests**

**“Co-op Stories” Go-around**

Neomi shares a memory of asking Jane to join the Board in front of the old produce cooler, and this week we just got a new cooler.

**Approving minutes of October 26th:** *Jane moves to approve the minutes from October 26th; Post seconds. Motion passes unanimously.*

**Agenda update:** In the interest of saving time, the Board will save the Retreat Recap for a future meeting.

**Phone call and Presentation from Kari Bradley, General Manager of Hunger Mountain Co-op in Montpelier, VT**At the Board’s annual retreat in early December, the Board heard from two General Managers of co-ops that had gone through or are going through expansion: Sabine Rhyne of Brattleboro Food Co-op, and Michael Faber of Monadnock Food Co-op.

Kari introduces himself to the Board and gives some statistics about Hunger Mountain Co-op. They provide a VT livable wage to employees, purchase from 502 local vendors, 40% of sales are of local products (local defined as 100 miles or anywhere within the state of VT), 40% certified organic sales, 1/3 of sales to shoppers within 3 miles of co-op, 1/3 of sales to shoppers within 3-10 miles, and 1/3 of sales to shoppers beyond 10 mi.

Hunger Mountain does regular, annual stakeholder engagement around topics that are relevant to members. During their expansion, they had a steering committee, guided by the GM. The GM selects the committee members, which include member(s) of the Board, management, staff at large, members at large, and a consultant.

Hunger Mountain identified 3 phases for decision-making:

1. Preparing. Creating 4 committees: Facility, Finance, Membership, Executive. This phase involves a lot of stakeholder meetings, which should take 1.5 mos, and then summarizing the results of the meetings, which takes another 1-1.5 mos.
2. Creating an agreement. This phase depends on Phase 1, and usually goes faster.
3. Decision goes to a member vote and then an announcement is made.

Kari lists some of the recent issues that they put to the membership, including: mission statement, second store opportunity, 10 year vision. He describes this intentional and inclusive decision-making process as being perceived as more sincere. This process was essential prior to Hunger Mountain’s 2006 expansion.

After Kari’s presentation, the Board discusses his comments.

**Committee Updates**

Carroll is absent; however, the member engagement piece was sent to the newsletter. GM compensation is finished.

**Board self-monitoring**

C6 – Director’s Code of Conduct

Due to length, Board does not read aloud, rather discusses certain items. Brooke mentions the ongoing discussion of the Board’s role. There is a big project coming up, Board will make sure to act within its role. With regards to the Conflict of Interest piece, Board needs to make sure any are disclosed. They skipped getting a form from Caitlin back in June when she joined, will get her a form. Neomi points out #5: Directors will prepare for, attend, and read up for each meeting. She wants directors to have all reports. Jane mentions that the timing of when Board usually receives reports from Neomi is 5-7 days prior to meetings. Board agrees that is sufficient. Board commits to remaining out of operations, and will have regular communication amongst themselves to prevent rumors from spreading. The Board discusses the vision statement that Lyndsie wrote and commits to memorizing that language.

Board self-rating: 4.25/5

**GM FYI Report**

Impressive turnaround for produce sales growth. After 1.5 years of declining sales, the co-op hired a produce consultant and learned a lot about accountability, vendor relationships, displays, etc.

Neomi mentions that according to the NCG, Springfield is 13th in the country in sales growth.

**GM monitoring**

B7: Board Communication

Neomi reported compliance on all parts of the policy. Jane mentions that the Board gets everything in a timely manner, and that all systems seem to be working.

*Jane moves to accept B7 as submitted; Steve seconds. Motion passes unanimously.*

B8: Board Logistical Support

Board no longer maintains a notebook kept by the registers, so Neomi took this out of her report and changed it to the board bulletin. Board minutes and information are updated regularly on the website. The website password was recently changed, with the update sent to Post and Perkins. Updated bylaws are ready for the Board.

*Brooke moves to accept B8 as submitted; Jane seconds. Motion passes unanimously.*

**Other Business**

**Role Clarification for Emails:** When the Board receives an email from a member, the President will reply, unless it’s an operational matter, in which case she will send it to Neomi, who will take it from there. Lucy will remove Neomi from the Board email group so they can operate with privacy.

**Newsletter nuggets:** Board intends to share highlights and come up with three things to add to the newsletter – but for now, tables this until Carroll is present.

**CBLD 101 on January 6th:** Post and Neomi are registered, and Caitlin will consider it. Neomi will attend the Board-GM relations session.

**Open session**: Steve clarifies that we are waiting on the pro forma from the NCG Development Cooperative, and asks if we can proceed with expansion planning anyway. Board agrees that no, they will have to decide go/no-go first. The DC will send Neomi the pro forma.

The Board has a few members who will be away over the next couple of months, and will look into remote dial-in or GoTo meeting options for board members who are away.

**Next meeting**s: January 24th (Wednesday – changed from the 25th), March 1st, March 29th.

*Steve moves to adjourn at 7:54 p.m.; Jane seconds. Motion passes unanimously.*

Respectfully submitted,

Lucy Georgeff