**Springfield Food Co-op**

**Board of Directors Meeting**

**December 10, 2015 6 p.m.**

**Members present:** Ron Hoffman, Steve Greene, Jane Sandelman (on the phone), Brooke Decker

**Co-op member present**: Mallory Petersen

**Ex-officio**: Neomi Lauritsen

**Recording officer**: Lucy Georgeff

Meeting called to order: 6:05 p.m.

**Breaking News:** Board accepts resignation of Josie Hingston.

**Agenda addition:** Discuss Apple Fest in open session.

**Approving minutes of September 24**

Steve moves to accept minutes from Sept. 24; Brooke seconds. Motion passes unanimously.

**GM Monitoring**

**B1: Financial condition**

Produce sales growth is negative.

Sales growth overall is slowing, down around 5% from the teens. What is market saturation? What is a sustainable growth rate without constant expansion? Is this level now more realistic? What strategies might we apply to increase growth? More marketing, promotional activity?

Note: correct policy to reflect board-approved register. Include word “lease” in item #6: “Acquire, encumber, lease, or dispose of real-estate.”

Item #4: “Allow solvency, or the relationship of debt to member/owners’ equity, to be insufficient.” Board-approved policy does not have the words “member/owners.”

Question: change policies for this fiscal year? Jane will review policy registers on CBLD website and work on recommending changes for board register.

Item #11: non-compliance: getting systems of internal financial control in place and written down.

Steve moves to accept B1; Ron seconds; motion passes unanimously.

**B7: Communication to the Board**

Ron moves to accept report as presented; Steve seconds; motion passes unanimously.

**B8: Logistical support**

Item #4: Board agenda is not posted on website, as noted in operational definition. Discussion of whether agendas should be posted along with minutes. Agenda should be in Board binder and then on the Board bulletin board by registers. Discussion of who will take responsibility for distributing those two copies. Board will come back to this issue. Neomi will have either Lucy or Julie post agenda.

Steve moves to accept B8 as submitted; Ron seconds; motion passes unanimously.

**GM FYI – October and November**

Board needs copies of 8 management team meetings by February, submitted electronically with one hard copy for files.

**Board self-monitoring**

**D3: Delegation to the GM**

Board rating: 5/5.

**D4: Monitoring GM performance**

Board rating: 4/5. Board can work to improve completing the evaluation in a more timely manner. This last year, the evaluation and compensation package were given late.

**C6: Directors’ Code of Conduct**

Board rating: 4.5/5. Board needs to work on preparing for meetings better.

**NCG Member Agreement**

Board approval needed for next year’s participation in National Co-op Grocers. NCG offers reimbursement for trainings, free trainings, logistical support, sales and marketing info, etc. NCG will now contact Boards of Directors if any GM is not performing. Brooke signs to participate again in 2016.

**Retreat Recap**

Board commitments – board members not showing up a lot.

Newsletters – starting with board articles to build connections with membership and get more people interested in joining Board. Familiarize members with board. Jane wrote first article, Julie posted on website with a picture.

Board members will sign up monthly:

January: Brooke

February: Ron

**Committee / Board Project Update**

In-store Board board:

Include photo from retreat, list of BoD.

Board will work on board recruiting list from retreat.

CBLD 101 training in Keene, NH on Saturday, January 9, 2016.

**Budget Update**

Discussion of revised operational budget for FY16. Revision due to lower actual sales growth than initial budget. Projections now include lower sales growth but higher net income due to lower projected expenses.

**Open Session**

Steve learned that a couple of spaces were left blank when Brooke signed the adjustment to the condo association bylaw that governs the former common space. Brooke and Steve will coordinate to get that signed.

Apple Fest: Board should send thank-yous to Jennifer Anderson and Christine Spiedel. Neomi sent letters and gave them working-member discounts for a month. Neomi will send Dan a card with working member discount.

Mallory interested in joining board. Term will run through the annual meeting, and then at that point, Board can appoint her for a term.

Steve moves to accept Mallory Petersen as board member; Ron seconds. Motion passes unanimously.

**Next meeting: January 28, 2016**

**Steve moves to adjourn at 7:38 p.m.; Brooke seconds. Motion passes unanimously.**

Respectfully submitted,

Lucy Georgeff