

**Springfield Food Co-op  
Board of Directors Meeting  
May 23, 2019 6 p.m.**

**Directors present:** Lindsay Post, Brooke Decker, Steve Greene, John Vorder Bruegge, Sarah Bolaski, Caitlin Christiana

**Ex-officio:** Neomi Lauritsen

**Recording Secretary:** Lucy Georgeff

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

**“Co-op stories” go-around**

Co-op member Vern Cope told Neomi he has been doing his own survey on parking at the 6 Main St parking lot and he's not worried at all.

**Approving Minutes from April 18th**

*Steve moves to approve the minutes from April 18th; Sarah seconds; motion passes unanimously.*

Discussion re: the timeline that Steve created - did we send to Marilyn? Yes, and she had no comment.

**GM Monitoring**

**GM FYI:** starting on April 12, co-op held a member drive for the last few weeks of April, with a raffle for new members to win a \$50 gift certificate. We gained 27 new members in April! Great new staff members came on board in April. Produce sales growth was back up again in April. Floors were redone and look great.

**A: Ends** -- so much good news in one little spot! Neomi says she wishes we'd done a little more for employees. However, the co-op did give raises. The employee discount was raised to 20%, and we added 3 days of paid bereavement leave.

**NCG update:** Neomi went to the Spring Meeting and it was the best one yet! NCG has been working for two years on customer service as a theme. Keynote speaker was Tiffany Jana, who wrote a book about erasing institutional bias. Over 75% of NCG stores are reporting on impact metrics. NCG average for local vendors is 198 per store and we are at 202. NCG is asking stores to aim for having 24% of purchases for local; we are at 29.5%. NCG started a disaster relief fund and Tidal Creek in NC was a recent beneficiary. NCG is looking into the idea of centralized payables, evaluating UNFI contracts and looking into secondary suppliers.

*Lindsay moves to accept Ends report as submitted; John seconds; motion passes unanimously.*

## **Board self-monitoring**

C: Global Governance Commitment

Lindsay reads aloud.

4.72/5

D: Global Board-GM Connection

Lindsay reads aloud

4.98/5

## **Expansion Discussion**

**Pro-forma:** Lucy and members of expansion committee worked on this regularly pretty much every week for a few hours. Committee feels the numbers are pretty solid. Have talked with various community players about grants, revolving loan funds, opportunity zone funds. NCG Eastern Corridor risk assessment committee will look at it soon, along with the market study. Marilyn has said with the addition of the OZ funds, the pro forma looks really good.

**Preferred shares terms:** Brooke and Lindsay created these by starting with a basic structure, then passed on to consultant. The cost per share is dictated in the Articles of Incorporation at \$5/share. The minimum purchase is \$1,000 or 500 shares. The Board discusses what the terms mean, and when co-op should expect to repurchase shares. Consultant Ben recommends incorporating repurchasing into cash flow plan but not before 5 years. Different series have different terms. Steve questions whether we need terms or not. Capital campaign committee will ask Ben for clarification on terms.

**New consultant:** This week, Steve, Jane, and Neomi went to meet Alec Bauer from KRBS Kitchen Restaurant + Bar Specialists. He was able to manipulate designs based on conversation. Board looks at these new plans together.

**State funding/grants:** No one has started writing them yet. Steve met with Caitlin Corkins, from the downtown development fund. Steve going to meet with Buddy Dexter soon to go over Springfield on the Move's process as our fiscal agent. As fiscal agent, people can donate to the co-op through SoM. We would submit a bill to them and they'd pay it. SoM might use a small percentage of donations for their admin work.

Chelsea Lewis from the Vermont Community Fund is meeting with Expansion Committee on 6/14.

**Capital Campaign Committee:** Training with Ben on 6/5, 6/6. Potluck on 6/5 at 6 p.m. for anyone who's participating in the capital campaign. At the dinner, we'll meet Ben and he'll give us the overview. 6/6 is full day of training, with designated times for marketing, caller training,

large donor contact training, and more. CCC will identify who needs to be where based on the agenda Ben sent. Ben has been responsive, helpful, very accessible.

Board discusses potential callers in the community. They have to be able to instill confidence in a minute or less and be comfortable talking about money.

Ben sent an appeal letter template that we can use to mail to members. Marketing materials are going to be worked on by Neomi and the marketing team starting next week. Neomi shares a few brochures from other co-op campaigns as examples.

Board brainstorms target donors who will be able to contribute higher amounts (Big Donor List) and all board members will keep thinking about it over the next couple of weeks.

Board discusses holding extra meetings after the capital campaign training.

**Board pledges:** Marilyn and Ben Sandel have advised that we want the Board to pledge 10-15% of our capital campaign goal. This will encourage other co-op members to feel confident in purchasing shares and supporting the project. Board members fill out confidential pledge forms to hand to Lucy.

**Patronage dividends:** Lucy and Neomi give update from meeting with accountants today. Excellent net income for the fiscal year. Accountants are not done yet with financial review and tax prep but looks like we'll owe \$9,000 in taxes - and will be paying taxes on only 35% of net income due to 65% of sales going to members. The Board decides that we will pay out 20% of patronage and retain 80%.

**Annual meeting:** Board passes around list for set up and clean up. Meeting date is June 12. Neomi ordered 144 pint glasses with our logos. Annual meeting warning will go out soon, and will include the proposed bylaw change for ballot voting. Board discusses food - would prefer to have it made in-house. Neomi will talk to Ron. Neomi will look into cost of linen rental.

Lindsay and John will get mailing out with Neomi on Monday 5/27.

**Additional meeting after Annual Meeting:** June 13th 6 pm-  
Major focus to touch base on Capital campaign

*Steve moves to adjourn at 8:39 p.m.; Sarah seconds; motion passes unanimously.*

Respectfully submitted,  
Lucy Georgeff

