

**Springfield Food Co-op
Board of Directors Meeting
May 28, 2020**

Directors present: Lindsay Post, Steve Greene, Jane Sandelman, Marianne Chapin, Caitlin Christiana, Sarah Bolaski, John Vorder Bruegge, Alysia Wolf, Brooke Decker

Ex-officio: Neomi Lauritsen

Recording Secretary: Lucy Georgeff

Call to order: 6:01 p.m.

Co-op stories: Lindsay asks everyone to share what is shifting now that Vermont is “re-opening.” Sarah: seeing more family, Marianne: seeing more family, Jane: more personal connection and taking it slow, Caitlin: she’s an introvert and glad for good weather, Alysia: has been working with the public so is keeping her distance, Steve: seeing friends again, Neomi: self-reflection and tackling health issues, Lucy: apprehension over re-opening, Lindsay: heaviness over not being able to see clients, Brooke: she’s busy!

Approving minutes from 4/23/20: Jane catches a typo, *Sarah moves to accept the minutes from April 23, 2020 with corrected typo; Alysia seconds; motion passes with 8 yays and 1 abstention.*

GM Monitoring

B2: Planning and Budgeting

No budget or business plan right now. Neomi requests this be put off until June.

B6: Staff Treatment and Compensation

Neomi reports compliance for everything except an item related to fairness. This item had a large standard deviation, so did not meet compliance. Neomi states that Sarah Dahl, consultant who administered the survey, did not hear any specific issues related to fairness, nor with corrective action. Jane says the report the Board received did include some verbatim quotes from staff related to these items.

Jane moves to accept B6 with acknowledgement of non-compliance, and that a plan will be developed in executive session; Steve seconds; motion passes unanimously.

GM FYI

Sales are down. Co-op needs to re-open and do it safely, and may close again if our region sees another COVID-19 outbreak. 75% of sales to members in April. Co-op is seeing new members who have never been in the store. Anne Fletcher, new Wellness Manager, is doing great - she’s very even-keeled. Co-op is reopening this coming Monday and will maintain

curbside pickup two days a week. Neomi describes some of the details of reopening to the Board - one big need right now is a small chest freezer for storing pickup orders. Neomi is attending weekly Friday meetings with the National Co+op Grocers, related to COVID-19.

Board Self-Monitoring

C: Global Governance Commitment

Lindsay reads aloud.

Self-rating - 4.7/5

D: Global Board - GM Connection

Lindsay reads aloud

Self-rating: 4.8/5

Board Business

Board discusses the annual meeting. Will an in-person gathering be legal by then? Should it be postponed further out than September? Can it be done online or as a webinar?

Board comes to a consensus around sending out an annual report and having a meeting somehow. Board will consider extending Brooke and Steve's terms. Continuity on the Board is important and, after speaking with the law firm Dunkiel Saunders, Steve has learned that there are no real legal issues with an extended term, as long as the Board provides transparency to the membership.

Annual report is due in August.

Jane will draft a letter to the membership.

Board expresses gratitude to Steve and Brooke for being willing to continue serving. Board discusses planning for one board member who is stepping down in September, and discusses potential new members, whom they will invite as guests to the next board meeting.

Expansion

Steve reports that demolition has begun and he is receiving bids on electrical work. He wants to accept Watts Up's bid as it will fit in the construction budget. Design team is still working together. He is waiting to hear from the bank on how they'd like to proceed with changing the entrance. Things are going smoothly. He's bringing in Efficiency VT.

Steve asks, does the Board need to be involved in all decisions? Answer: only the ones that will significantly alter the pro forma. News about expansion will come to the Board via the expansion committee.

Financial road map is looking good. Pro forma needs to be updated to reflect fiscal year 2020 results, along with adding back in the current building and including a 1/15/21 move-in date.

Steve and Jane recuse themselves while the Board discusses their feelings about moving full-steam ahead with expansion. Board reaches consensus that they are okay with moving forward.

Capital Campaign

Neomi reports that the co-op will be extending the offering for another year.

Member Engagement

Neomi asks board members to send blurbs to her for the newsletter. She is looking for greeters for the store for the first week of reopening.

Next Meetings: June 25, July 23, August 27.

At 8:14 p.m, John moves to go into Executive Session regarding a personnel issue; Brooke seconds; motion passes unanimously.

At 8:27 p.m., Steve moves to leave Executive Session; Sarah seconds; motion passes unanimously.

Board makes a decision about the staff survey results and personnel issues.

At 8:29 p.m., Lindsay moves to adjourn meeting; Caitlin seconds; motion passes unanimously.

Respectfully submitted,
Lucy Georgeff