

Springfield Food Co-op
Board of Directors Meeting
February 25th, 2021

Directors present: Sarah Bolaski, Jane Sandelman, Brooke Decker, Steve Greene, John Vorder Bruegge, Qayyum Johnson, Will Mitchell, Jack Hurley
Ex Officio: Neomi Lauritsen
Recording Secretary: Ali Estey

Guests: Lisa, DeAnna, Ashley, Tyger Rose, Hannah, Carrie

Time: 6:07 **Call to order**

Time 6:07 **Co-op Stories:**

Sarah attended a financial training and found it very helpful. She has shared the handouts and suggests board members take a look.

NFCA Neighboring Food Co-op Association annual meeting (held virtually) is coming up 3/20. Up to 4 board members may attend. Contact Sarah for more details and/or to register.

Time 6:10 **Approve Minutes: from January 28th meeting**

Neomi requests a wording change on the RFP from salary increase to salary consideration.

Motion to accept with vocabulary change: Sarah

Second: Brooke

All Approve: passed

Time 6:12 **GM Monitoring (from Neomi)**

B3: Asset Protection

Reports compliance

This includes, as an example, inventory, bank accounts, insurance, emails are not shared, personnel records kept confidential, contracts are kept up-to-date.

PPP loan from April 2020: forgiveness applications are in the process.

Interesting graphs regarding membership: transactions have increased every year with the exception of 2020 due to CoVid. Transaction numbers have dropped to 2017 levels, however, the basket size is up and the year ended with reported growth.

Motion to accept B3 acknowledging the decrease in customer count: Sarah

Second: Brooke

All approve, passed

B9: Succession: IGM Emergency Plan

Reports compliance

Ali Estey has been with the co-op 7 years, current front-end manager, marketing coordinator, promotions liaison, CROPs committee member.

She has filled out the Ability of Confidence with a 3.5 score (in compliance)

Motion to accept B9: Sarah

Second: Steve

All approve: passed

B1: Financial Condition

Reports compliance

Resubmitted per board decision 1/27/2021

Sales growth 12.46 over same quarter from the previous year.

Liquidity reported at 9.20 current ratio

Neomi and Ryan worked with the accountant to successfully separate operating expenses from new store expenses.

Discussion with regard to inventory. Jane wonders if CoPos is able to track inventory. This was attempted but did not work well with the current POS system. Saving in the next few years for a POS upgrade may be beneficial. CoPos is user-friendly and has served us well. NCG is researching POS systems.

Neomi reports the meals and rooms tax was 1 day late last month.

Discussion of #12 and the board's decision to approve relocation expenditures over \$10,000 until the store is built and open in spring 2021.

Motion to accept as-is: Sarah

Second: John

All approve: Passes

Time: 6:25 **GM FYI**

CoVid 19 continues to have an obvious impact

20 new members in January

- Staff does an amazing job to attract members
- Customers continue to donate to the cans at the registers benefitting VINE, The Humane Society and Ruck-Up as well as to our round-up program
- We've not been able to have a Member Appreciation Day since February 2019, though did attempt weekly celebrations in October as weather permitted.

- Coming up on 1 year as essential workers during a pandemic
- Working on staffing needs for the new store
- 14.4% growth in January with 73% of sales to members and an average of 200 customers per day.
- We continue to have customers who take advantage of our curbside program.
- Produce case continues to alarm on cold nights, this may improve in the new store
- Facilities and equipment: we continue to work small systems to increase efficiency
- UNFI has sent planograms for the new store and managers are working to assess these and modify as needed for our store
- VT health inspector is on board for initial new store inspection
- Bulk bins and set up is arriving soon
- POS systems have arrived for managers
- Beer and wine license is in process. Staff to undergo training.
- 18 page document and process to become a WIC provider is underway

Time: 6:32 **Board Self Monitoring**

C9: Governance Investment

The board reports 4.5

It's been a difficult year, with board changes and challenges. Everyone is doing a great job.

Time: 6:33 **Board Business:**

Finalize budget: see document. Discussion for proposed \$4,000 per quarter vs the Pro forma suggested calculation based on sales x .5%. Steve wonders about the new store promotion budget though Neomi states this is intended more for opening promotions, swag, etc. Member engagement is a board budget expense.

Motion to set yearly budget at \$16,871.25 based on the pro forma calculation: Sarah

Second: Qayyum

All approve

Passes

Annual Meeting: set for June and is not anticipated that it will be in person. Discussion of waiting until later in the year for an in-person meeting. Brooke pointed out that there are business decisions that need to be made and voted on associated with our fiscal year. The proposal is made to hold the annual meeting in June and plan an in-person celebration later in the year, perhaps in October during Co-op Month.

Neomi anticipates a grand opening in June and points out that it will be the 30th anniversary of the co-op incorporation.

Board recruitment: Sarah wonders about utilizing social media for this and will connect with current board members. She will develop and share a template of questions.

Board Calendar: This is broken down by month with the suggested timetable for visiting policy governance and is a task that Sarah would like a new board member to assist with.

Time: 6:50-7:00 **Guest questions:**

Guests express concerns over the dismissal of a staff member. The board requests concerns are written and submitted.

Time: 7:00 **Pro Forma Updates and Expansion Discussion:**

Steve reports that construction is going well, no surprises or issues. Front windows and trim have been installed as well as the automatic doors. There is a plan for the storage area above the cafe. $\frac{1}{3}$ of the refriger units are in. The rack system will be installed on the roof Monday. Nice light-filled building. Lights are going in today. Store space will be doubled while the back area will shrink. Shelving has been a hold-up due to CoVid. Steve welcomes visitors!

Discussion of the Pro Forma. Steve, Ryan, and Neomi continue to work on updates and find that it's a useful tool for budgeting.

Capital Campaign: Currently assessing the amount left to raise and base the need for a local capital campaign manager on that amount.

Project Updates: Included in GM update

MEC: John, Will and Qayyum. There were no responses to the board resolutions write-up. They are attempting to sync up. Sarah will be in touch for social media board recruitment. Consider Zoom photo to let members know the board continues to work on the behalf of the co-op.

At 7:27 p.m.; Sarah moves to enter Executive Session; Brooke seconds; motion passes unanimously.

At 8:23 p.m.; Steve moves to exit Executive Session; Brooke seconds; motion passes unanimously.

Board discusses GM Evaluation and personnel issue

At 8:24 p.m.; Steve moves to adjourn the meeting; Brooke seconds; motion passes unanimously.

