



**Morrisville Food Co-op Board Meeting**  
**August 23, 2021 5:30-7:00 p.m.**  
**Via Zoom - Final Approved September 27, 2021**

**Minutes**

**Board Present:** Jack, Beth, Kelley, Larry, Scott, Cari (left due to loss of connectivity, approx. 6 p.m.)

**Staff Present:** Taylor

**Also Present:** Don McDowell, Danielle Smith, Susan Titterton

**Guests:** Lynda Brushett, Emeritus Consultant, Co-op Development Institute

**Jack opened the meeting at 5:32.**

**1. Approve meeting minutes - July 26, 2021 Draft minutes**

**VOTE:** Larry motions that the minutes be approved as written, Scott seconds, all in favor.

**2. Accept board resignations - Mark Andrews, Rachel Funk**

**VOTE:** Larry motions that these resignations be accepted, Kelly seconds, all in favor.

**3. Appoint to fill vacant board seats**

**a. Don McDowell & Danielle Smith**

**VOTE:** Larry motions to appoint Don & Dani to the board, Kelley seconds, all in favor.

**b. Susan Titterton**

After consulting an attorney, Susan has disclosed to the board in writing her conflict of interest as the co-op's landlord and her commitment to recuse herself from any discussion or vote related to the co-op's lease. She asks that, if the board votes to appoint her to a vacant seat until board elections, it be reflected in the minutes that they include their reason for doing so.

**VOTE:** Beth motions that Susan be appointed to join the board with the board's rationale that this is in the best interest of the co-op at this time. Kelley seconds, all in favor.

**c. Onboarding for new board members**

- i. All board members will update their Board Contact Info & Board Code of Conduct (Conflict of Interest to be signed and given to GM to file)
- i. Taylor will update board list with Department of Liquor Control
- ii. Larry will do an orientation in September for new appointees and any other interested board members

#### 4. Written reports

- a. GM Report - **Accepted**
- b. Financial Reports - Board members just received these reports  
**TABLED:** September board meeting agenda.

#### 5. Recommendations from Lynda Brushett

- a. Susan & Jack introduced Lynda and described her long-term relationship in supporting the co-op's formation and success over the past 7-8 years. Although recently retired from CDI, Lynda has agreed to work with us pro bono with us on a short-term basis to help with some strategic planning.
- b. Lynda explained her recommendations for the board and GM to work as a collaborative team on some strategic planning, beginning with a financial analysis to gather information for that planning. At Lynda's suggestion, Susan contacted SCORE-VT, an organization in which retired executives mentor small businesses at no cost to the business. One of their mentors happens to be a co-op member and is ready and willing to work with us, if the board and the GM wish.
- c. Susan facilitated a full board and GM discussion of the positives and any concerns about pursuing Lynda's recommendations and working with SCORE.  
**CONSENSUS:** Taylor and all board present expressed unanimous agreement to pursue this direction. Cari was absent, as she lost connectivity.

#### 6. Bylaws

Brief discussion of the importance of bylaws in guiding the board's work and ensuring all board and GM have easy access to them.

**NO ACTION REQUIRED**

#### 7. Annual Meeting Date & Format

Jack & Susan proposed scheduling Annual Meeting & Board Elections for November 11, 2021 and using Zoom format. There was general agreement that the meeting will be later than its usual October date to give the board and GM time to work with the financial analysis and strategic planning. Messaging to members about this was discussed.

**TABLED:** Revisit at September board meeting.

#### 8. Executive Session

- a. 6:55 Larry motioned for Executive Session, all in favor. Taylor excused herself.
- b. 7:00 Board came out of Executive Session

Larry motioned to adjourn the meeting at 7:02, Kelley second, all in favor.