



**Morrisville Food Co-op Board Meeting**  
**September 27, 2021 5:15-7:15 p.m.**  
**Via Zoom**

**Draft Meeting Minutes**

Attending: Jack, Susan, Danielle, Scott, Larry, Don, Kelley, Taylor, Beth, Cari

Missing: None

Guests: Carol Lauber (left 6:09); Michael Furst, SCORE mentor (arrived 6:09, left 6:37)

Meeting began at 5:16 pm. Susan facilitated, as Jack was joining from work.

**1. Vote - Approve meeting minutes - August 23, 2021 Draft Minutes**

**Motion to approve minutes as written by Scott, Don seconded, all in favor.**

**2. Discussion - Reports**

- a. (10) FY21 Year End Financials  
(Tabled for October board meeting)
- b. (10) GM Report - Taylor
  - i. Events - Successful wine tasting event with 24 people. Sold 46 bottles of wine.
  - ii. Budget
    1. Expected expense decreases - payments for hardware for registers, new linen contract
    2. Expected expense increases - water usage might increase. Labor costs/payroll are going to be increasing, reflecting today's market overall.
    3. Will work with Beth to draft a FY22 budget for October board meeting
    4. Sales - August sales were down a bit as opposed to July.
    5. Marketing - Our ad in the Stowe Guide was a great return on investment.
    6. Staffing - New Customer Service manager just started to be a liaison with staff members of her same age group.
  - iii. Job descriptions - Taylor will write Customer Service Manager job description and update other job descriptions

**3. Vote - Create Personnel Committee (charge, chair, members)**

Discussion: A GM Performance Review is due. Discussion of whether to hire an HR company or create a Personnel Committee to handle this and other typical HR functions (GM performance evaluation, GM compensation, staff liaison, etc.) Discussion about possible board training, as well as access to legal advice should a need arise. Our CDI consultant, Linda Brushett, advises that this is a board oversight responsibility.

**Motion from Don to form an exploratory group to discuss feasibility of a board Personnel Committee doing this work and to recommend next steps to the board. Kelley seconds, all in favor.** Exploratory Group - Kelley, Susan, Don & Dani - Kelley will convene a meeting within two weeks. Committee will report back at the 10/25 board meeting.

**4. Vote - Approve revised Employee Handbook**

Discussion: Originally written and adopted by board in 2018, has been revised in 2021 with advice from Beth Rattigan, our attorney. Implementation will include:

- MJ printing an individual copy for each employee
- Taylor distributing to all employees and having them read & sign acknowledgement form, which is then filed in personnel files
- If we establish a Personnel Committee, they would identify a staff liaison
- Taylor ensuring job descriptions and personnel reviews for all staff members
- There should be a yearly read-thru with all employees, initialling the back
- Any new employees during the year will go through the process

**Motion from Danielle to approve the revised Employee Handbook, Kelley seconds, all in favor.**

**5. Vote - Date, time & place for Annual Meeting**

Discussion:

- Proposed: Zoom; Wednesday 7:00-8:15; Nov 10, 17 or Dec 1
- Assign responsibilities (agenda, ppt, annual report, board elections, etc.)
- "Save the Date" message to members; official notice at least 4 weeks prior; Cari to work with MJ on this
- Voting for 4 board candidates; still recruiting for 2 seats.
- Voting for Round It Up For Change
- Susan, Beth & Dani to work on agenda and PowerPoint
- MJ to put together Annual Report; Chair & GM will write letters; Beth financial report
- Taylor will do GM report and virtual tour from the store

**Motion from Don to hold 2021 Annual Meeting Nov. 10, 6 - 7:30 via Zoom, Kelley seconds, all in favor, except Larry opposes.**

**6. Executive Session - Finances**

6:09 Scott motions for Executive Session, Larry seconds, all in favor.

6:37 out of Executive Session

**7. Plan - Development of FY22 Budget** (format & timeline)

Beth and Taylor will develop a draft for the October board meeting.

**8. Vote - Independent audit/ review** (bylaws, description & cost)

Discussion: An independent audit/ review is due. At this time a “review” is recommended as less costly and a better fit; could be supported by SBA Loan. If the timing is to do it during summer 2022, we have time to budget the funds and the focus would be on FY22.

**Motion by Susan to plan independent review for summer 2022; Beth seconds; all in favor.**

Beth will be responsible for planning.

**9. Discussion - Possible New GM report format**

(Tabled for October board meeting)

**10. Executive Session - Personnel**

7:01 Don motions for Executive Session, Kelley seconds, all in favor.

7:23 Moved out of executive session.

**Adjournment** - 7:24 Jack motions to adjourn meeting, Larry seconds, all in favor.

**ACTION ITEMS:**

1. Exploratory group (Don, Dani, Kelley, Susan) will meet and come back to 10/25 board meeting with a recommendation regarding forming a Personnel Committee
2. Board will review FY21 Year-End Financials for 10/25 board meeting
3. Taylor & Beth will draft FY22 Budget for 10/25 board meeting
4. Taylor will write, share & file job descriptions - Customer Service Manager (new) & make sure that others are current and in files
5. Taylor will distribute and implement revised Employee Handbook