



**Morrisville Food Co-op Board Meeting
November 22, 2021 5:30-7:30 p.m.**

Approved Minutes

Present: Beth,, Cari, Susan, Don, Dani, Larry, Jack

Absent: Scott, Kelley

Meeting commences - 5:30

1. Vote - Approve meeting minutes

Don motions to accept all four minutes, Susan seconds, all in favor. The October Board Meeting Minutes and Emergency Board Meeting Minutes from 11/8, 11/15 and 11/17 are approved.

2. (10) Vote - Board Officers & Roles

a. Board election results

All board nominees won their elections - Susan, Beth & Don. Susan noted that the annual meeting was offered late this year, and we have two more full days of voting. Approval of board members requires 50 members or 5% members voting. Over 70 members voted this year and reached a quorum.

b. Chair, Vice Chair, Treasurer, Secretary

Susan proposes Don as chair, Susan as vice-chair, Beth as Treasurer and Cari as secretary.

Larry motions for slate of officers be approved, Dani seconds and all in favor. Unanimous.

Outgoing Chair, Jack Pickett says that it has been an honor serving as Chair, and is excited about the future of the Co-op.

c. Process for agendas & minutes

Cari will be sure to share the approved minutes with MJ consistently in the future. Minutes will be saved in an official Approved Minutes folder as well as within their appropriate month's folder on the Board Google Drive.

d. Vacant board seat

Discussion: We expect one of the potential board candidates suggested at the Annual Meeting to be appointed in the next couple months to serve until the 2022 Annual Meeting. Until that happens, Jack is willing to fill that vacant seat for a short period, so we have a full board.

Motion to appoint Jack to fill vacant seat - Susan motions, Larry seconds, all in favor.

e. Signature authority for bank accounts

Motion: Remove the signature authority for John Pickett and Taylor Evans from all bank accounts and to add Donald McDowell as a signer to all accounts. Elizabeth Springston remains a signer to all accounts. Beth motions, Susan seconds, all in favor.

3. Member Concerns

No members are present. At the next board meeting, two members will be attending who are prospective board candidates.

4. Board Meeting Schedule

- a. The board will meet on the 3rd Wednesday of each month at 5:00 - 7:00 pm. Our next meeting is December 15.
- b. January board retreat

Lynda Brushett, Co-op Development Institute Consultant Emerita, has been providing us with pro bono consulting support. She might be available for a board retreat. Susan will ask her. What could be different for us?

Larry could make it like a re-training of co-op board members. Information about how to make financial decisions would also be included. On December 15, we will meet within concrete ideas of where and what the retreat could be.

5. Reports

- a. Financials - October Actuals (Beth)

For the draft budget for October, the first four columns for the first four months are the actual figures. For October, it was about a \$27,000 loss for the month. This big chunk was for the compressor move and new signage, as well as advertising expenses that were paid a few months late so they were counted

towards October but should not have been there. This is a financial loss that should not continue in the same way in the future.

The entire month was National Co-op month and members got a discount for the entire month which was \$7,000 in missed profits. Beth was concerned about this in the past, and would like to revisit the duration of this discount. Sales were up \$5,00 from September but we had \$7,000 in missed profits, so it is unclear if this discount drove more sales.

The board was unaware of the decision to move the compressor or install the new signage. The board asked for prices but did not receive these.

Larry motions to approve the October financials, Don seconds. All in favor. **Next month, Beth will include a comparison of how the expenses and profits compare to the projected budget.**

b. Cash Flow Analysis & Plan (Beth)

The board had a request for emergency transfer of cash on November 4 to cover the November payroll. This money came out of the EIDL fund and was not earmarked for emergency payments. This money was provided as a loan for two weeks.

Beth looked at financials and found that vendors were being paid 8 - 10 weeks after they were invoiced, instead of 4 - 6 weeks. Cashflow needs to be routinely checked and Beth plans to meet every month and track cash flow. She will meet with staff and get ideas for increasing cash-flow. Beth will try to speed up payment times to vendors, while saving money for quarterly expenses. We expect an increase of sales but we will also have an increase of expenses. Beth can share with Eric, Anrita and Sandy to reach consensus.

Larry has some ideas of how to increase cash flow, and requests seeing it to also help.

Beth will set-up a meeting with Erick and Amrita. This is not something that a board should be doing, it is for a general manager to do, but we have been missing it for a very long time.

6. Vote - FY22 Budget (Beth)

The board requested a budget in June, did not receive a draft until October with a lot of missing information. The budget also showed a \$65,000 loss, but the board received no proposal of how to remedy this situation. The personnel costs were trending very high.

With the Executive/Finance Committee's help, Beth has since revised the October draft, which is what she is presenting at this Board meeting. This budget shows lower personnel and wages than the October draft. The personnel costs have been trending very high, in general. This budget removes

the cost of a general manager for the remainder of the FY22 (until June 30, 2022). And, we plan to not hire the additional deli person, as had been proposed.

If we were to hire a new general manager in the coming months, this budget would have to change. Alternatively, we might advance someone who is already on the staff.

Built into this budget is a staff member appreciation gift for the Holidays.

Marketing: Original marketing budget was a wish-list not a formal request. Largest marketing expenses include wages for Marketing Director, ads in Stowe Guide, & Mailchimp. In addition, the Marketing Director does a lot with website & communications, IT set-up, graphic design, various administrative tasks, and troubleshooting as issues arise.. Perhaps her job title should reflect those various roles, if what's in the budget is not just for marketing.

Fundraising should be tackled at the board retreat. Board can offer auctions, kickstarter campaign to raise funds for the cooler (+\$23,000) could be used to raise money for a piece of property for the store.

MJ should consult on her amending her official title to best reflect her actual responsibilities. **Cari will follow up with her.**

Cafe projections are included in the budget. Hoping they are conservative. Eric is 95% sure onboard with this - **Beth will confirm.**

We need job descriptions for everyone on the staff.

Dani motions to vote, Larry seconds it. All in favor - unanimous to accept the budget as presented.

7. Executive Session - Personnel

Jack motions, Beth seconds. The board entered Executive Session at 6:43.

Beth motions, Jack seconds, all in favor. The Board exited the Executive Session at 7:04.

8. Wrap-up

Beth motions on personnel action discussed in Executive Session, Susan seconds, all in favor. Unanimous.

Don motions to adjourn 23 minutes early at 7:07 pm. Larry motions, Jack seconds. All in favor.

Note: All tasks to do have been highlighted in yellow.