



**Morrisville Food Co-op Board Meeting
January 19, 2022 5:00-7:00 p.m.**

Approved Minutes

Board Present: Don, Dani, Kelley, Larry, Beth, Susan (joined 5:45), Scott
Board Absent: Cari
GMs: Amrita, Eric
Guest: David Carter

Don called the meeting to order at 5:05 p.m.

1. Opening & Introductions

2. Member Comments & Concerns

There are no members present.

3. Vote - Approve meeting minutes - [December Board Meeting Minutes](#) (Draft)

Larry motions to approve the minutes, Kelley seconds. All in favor. Minutes approved

4. Vote - Authorize co-GMs to sign checks

Beth motions to authorize Amrita Parry and Eric Besecker to sign checks. Scott seconded. All in favor. Motion approved.

5. Vote - Appoint Dave Carter to vacant board seat

Larry motions to appoint David Carter as a board member. Kelley seconds. All in favor. David is appointed to the board. Larry will get the Board Code of Conduct and one other form to David.

6. Discussion - December Financials

Beth shared Actuals vs. Budget for FY21 and the Balance Sheet. Past unknown invoices show a loss, not a profit. December shows profit. YTD, we are over budget. Operations show we "should" be making a profit in the future - unexpected expenses are the reason we are not profiting.

- Sales are way up significantly over 2021 - not sustainable or expectable for the next two Qs. Nov/Dec we were breaking even.
- Expenses are up - personnel was main category of expenses

- Focus on increasing sales, decreasing costs of goods sold.
- Still need to do Inventory, which was postponed due to COVID-related staffing issues. Now scheduled for January 30th and will adjust to January 31st.
- Liabilities haven't changed much. Negative equity still.

7. (10) Discussion & Vote - Offer from Landlords to Waive Rent - January-July (7 months)

Beth motions to accept this offer from landlords and to revise the FY22 budget accordingly. Dani seconds. Gratitude from staff and board to them for this offer; all parties take this gift seriously, as well as the stewardship of the store and its success. All in favor. Motion passes unanimously.

8. (15) Discussion - Co-GMs

Note: GM report is verbal this month (not written and in advance of board meeting) due to COVID-related staffing issues. Future reports will be written, sent to board prior to the meeting along with financials, and supplemented by questions & comments at the board meeting.

Cafe update from Eric - continues to grow, can't keep up staffing-wise with how it needs to grow, i.e. increasing offerings with side salads. Currently looking at reallocating dollars from elsewhere in the budget to staff up to increase profits from the cafe.

General update from Amrita - The co-op was not in a strong overall position when Co-GMs took over. Worked hard to keep things stocked for a strong holiday season and sales were very robust. Post holidays, a lot of close contacts (COVID) - trying to keep the doors open. Now we are through that staffing challenge. Sales are increasing at a manageable pace - still busy but can bring bigger picture items back into focus.

Next task is to work out job descriptions for both Co-GMs as well as the rest of the staff. We are focusing on ways current staff can be plugged in to take on more responsibilities before hiring anybody else. Puzzle to be figured out; we are moving slowly in the right direction. Wrote a job description for a Buyer this morning.

We met with Sue Miller from Upper Valley who has been in a successful co-GM model for 10 years. She shared a lot and is willing to meet again, as well as supporting us via phone whenever we want.

There is a great movement of local food through the store - a large percentage of the food sold at the store is locally grown (79 vendors, 63 local - over 75%), especially right here in Lamoille County. There is room to continue to grow in terms of local foods in the future - many farmers we do not yet do business with. Spoke with Annie Harlow at VT Farm 2 Plate - she's interested in highlighting Morrisville Co-op. I want to do a local food audit through the store's system - we could print a dollar amount of local food on every receipt. We need to highlight this more in the store - the dollars that are staying here in the community.

Discussion:

- Is it possible that a vendor could come in and promote their products while stocking? A couple farmers do load the shelves, but they are already hard pressed for time. This is something that they hope to address within job descriptions.
- Are customers asking for different things we haven't been able to supply? Do you see expansion here? A gradual increase in offerings to see what sells (some have mentioned take and bake dinners) - we use amazing ingredients. Consistency is the concern right now - this is why reallocation would be key.

9. Discussion - Committee Reports - Questions & clarification

a. Executive/ Finance ([Dec-Jan meeting notes](#))

b. Member Loan ([1/6/21 meeting notes](#))

We are not the only coop that has had challenges in repaying member loans on time. Committee will be approaching 5 year member lenders in the next month about the possibility of forgiving and/or amending their loans. Amrita has had a couple approach about forgiveness and will send the committee their names asap, so someone on the committee will be in touch. For members who choose to forgive their loans, this year is a good time, as that is unlikely to be taxable income with the Co-op not showing a profit.

c. Fundraising ([1/10/22 meeting notes](#))

The committee seeks to raise \$3,000 by June for store improvements. Full board participation will be needed at/for strategies and events. One member who was considering volunteering for this committee is not available until the summer. The committee needs a more robust membership to do its duties. Scott is convening the next meeting.

d. Personnel ([Oct.2021 meeting notes](#); most recent) (Kelley)

This committee has not met since October and plans to meet before the next board meeting. They review the Performance Review process with Eric & Amrita and get their feedback.

10. Review - Board Policies

a. [Treatment of Staff Policy](#)

b. [Inventory Management Policy](#) - Agreed to push to January.

c. [Financial Condition Policy](#)

d. [Check Signing Authority Policy](#)

e. [Board Code of Conduct Policy](#) - All board members must review and sign again this year.

Susn gave a brief history of these board-adopted policies:

- Our co-op's earliest board policies were put in place in 2018, newest in 2020. Many co-op boards use policy governance to enable the board to fulfill its supervisory role without micromanaging the store. Policies provide guidelines for the board and GM. These policies look to have been pulled from some standard policy language that many

co-ops use, perhaps from Columinate. Our goal is to review and all know what's there, right now so the board and GMs are guided by those policies. In the future, the board could decide to revise or add to its policies.

Treatment of staff policy:

- The Employee Handbook must go out to all staff to be read, signed, and then documented in their personnel files. Eric & Amrita have this on their to-do list for an upcoming staff meeting.

The board and GMs should review the remaining 5-7 policies at the next meeting.

11. Discussion - Member Outreach

- Susan opened the discussion: Do members have enough information? What and how should we beef up our outreach? Are we reaching our members, enough of them, and with the information about the store and their co-op that they most want?
- Don suggests it be wise to bring MJ into this conversation.
- We have few questions and little negative feedback from recent personnel changes.
- Susan reflected on the last detailed survey the Co-op did - a Customer Survey in 2018. "Local" was a high priority for many members.
- Eric and Amrita have had discussions with various members, but have been "nose to the ground" getting through the past few weeks. They would like to address this question and would love fresh ideas. Could also bring this topic up in our next meeting with Sue Miller from Upper Valley Co-op.
- GMs are working to create relationships with new businesses in town - brewery and yoga studio (both owners are members!!)
- Amrita reports that new memberships are strong - almost daily growth (in past weeks, sold 49 annual, 2 lifetime, renewed 18).
- Amrita questions if members are getting the right info and being engaged in meaningful ways; wants to reinstitute the member comment box. What other avenues are there?

Adjournment

Kelley motions to adjourn, Susan seconds. All in favor. Meeting adjourned at 6:39.