



**Morrisville Food Co-op Board Meeting  
February 16, 2022 5:00-7:00 p.m.**

**Approved Minutes**

**Board Present:** Don, Dani, Kelley, Beth, Susan, Scott, David, Cari

**Board Absent:** Larry

**Staff:** Eric & Amrita

**Guests:** Vikas Mangipudi (Co-op Fund of the Northeast); Richard Conte (member)

**1. Welcome - meeting called to order at 5:04**

Vikas introduces himself.

**2. Member Comments & Concerns (if any)**

No members were present at 5:05. Richard Conte joined at 5:12. Richard sees good energy and improvement at the Co-op.

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

Kelley motions, Danielle seconds. All in favor. Minutes approved.

**Old Business**

**4. Review - Status of action Items from previous meetings**

a. [Revised FY22 budget](#) (Beth)

Rent has been waived for seven months, so the budget has been updated. This was designed for a fundraising effort that we are unable to meet, so this waiver offsets that. There is still a \$3,000 fundraising goal.

b. Implementation of Employee Handbook (GMs)

Eric and Amrita have no updates and confirm that employees have signed it and it has been added to their personnel files. An employee HR meeting is a goal, as well as an all-staff meeting. Amrita and Eric will work towards this.

c. Update DOL Control on new board member (Beth)

Beth has filed all the appropriate paperwork with DOL and Dave has been added officially.

- d. **New Board member onboarding (Susan)**  
Susan has provided a brief introduction to Dave to the board responsibilities and the history of the co-op.  
Beth will provide support to Dave for financial and budget information.
- e. **Invitation to Helene Nilsen to join Personnel Committee (Kelley)**  
Kelley will reach out to Helene Nilsen by the end of this week.

### **New Business**

- 5. **Vote - Board Duly Authorized Representative to sign Member Loan Amendment Docs. (Susan)**  
Dave Carter has joined the Member Loan Committee. As members agree to forgive or delay all or part of their member loan, they sign a Member Loan Amendment Document. Susan motions to authorize David Carter as duly authorized representative for Member Loan Document. Beth seconds. All in favor. Dave abstains.

- 6. **Discussion & Vote to Approve - [January Financials](#) -(Beth)**  
Beth presents current financials. We see improvement on our financials in comparison to last year. We have a profit in January! The member loans that are forgiven will be reflected in Feb or March. Personnel costs are down, and sales are improved. Beth will email and post the final financials. (After the meeting, the financials presented were linked here.)

Eric has not noticed an increase in cost of goods due to inflation. Amrita only sees a small increase from a few suppliers.

Sales have so far increased by 38% in February.

All in favor of accepting financials. No opposition.

- 7. **Discussion - Co-GMs (Eric & Amrita)**
  - a. **GM Report - [January 2020](#)**  
Amrita presented the GM report, highlighting increases in sales, a new coffee bar, and new vendors.
  - b. **Co-GM Job Descriptions - [Amrita Parry](#) & [Eric Besecker](#)**  
Finalized and signed by the Executive Committee.
  - c. **Report on 2/16/22 meeting w/ new CFNE representative (Beth, Amrita & Eric)**  
Tour of store, 5-year line of credit required renewal in June. Follow-up meetings and paperwork will hopefully result in favorable recommendation. Beth Eric Amrita.

- 8. **Discussion - Committee Reports**

- a. **Executive / Finance** - Don, Beth, Susan (Don)  
Charge: Coordinate, work w/ Co-GMs, monitor finances & financial health of Co-op  
Don reported on communication with Matthew Cropp, Executive Director of Vermont Shared Employment Center, whom Jack had previously been in touch with about adding an employee class of shares. This is an alternative model of organization. We have no need to pursue this at this time.
- b. **Nominating** - Larry, Scott (No report this month)  
Charge: Recruit board members, orient new members, recruit for committees, elections  
No report this month.
- c. **Personnel** - Kelley, Dani, Don (Kelley)  
Charge: Performance review of Co-GMs, staff liaison  
No report this month.
- d. **Member Loan** - Susan, Beth, Larry, Nancy, Dave - (Susan, [Report](#))  
Charge: Plan, messaging & approach lenders about forgiving/ amending loans  
So far, 8 members have forgiven their loans, surpassing the committee's goals.
- e. **Fundraising** - Cari, Dani, Scott (Scott)  
Charge: Create plan & timeline, enlist help from board & volunteers  
Meeting had to be canceled. Scott will reschedule for next week.

**9. Discussion - Board Policies** (Susan)

- a. [GM Communication with Board Policy](#)
- b. [Budget Policy](#)  
Dave or Beth will work closely with Amrita, Eric and Sandy the bookkeeper. Budget development.
- c. [Buying Policy](#)
- d. [Handling of Membership Lists Policy](#)

**10. Discussion - Member Outreach** - roundtable, survey, communications (Susan)

These efforts were useful in the past, Susan will take the lead in putting together a draft plan for how to reach out to members. The last member roundtables were in Fall 2019. Susan will send summaries from those meetings to Amrita. Amrita would like to include a short survey asking members what they would like to read about in future newsletters.

**11. Other business**

- a. Neighboring Food Co-op Association's **11<sup>th</sup> ANNUAL MEETING & MEMBER GATHERING**, online on **Saturday March 19, 2022** from **10AM-12:30PM**.  
**Please register your co-op attendees by Friday, March 4:**

<https://us06web.zoom.us/meeting/register/tZEucu2opj8uHdX5jMJ9ehKhZdZal2Cz4OiH>

**Member/Associate Member Co-ops are invited to send 4-5 Representatives** free of additional charge - ideally including GM, Operations Mgr, Marketing/Membership Mgr, and some combo of Board President and other Board & Staff. *(If your co-op is interested in sending more than 5 representatives, please contact Bonnie: Bonnie@nfca.coop)*

We have been offered a 80% discount in membership of the Neighboring Food Co-op. Eric, Amrita, Beth & Susan will be in attendance. Susan will follow-up if more people can attend.

## **12. Executive Session - Personnel**

Danille motions, Kelley seconds. Motion to enter executive session at 6:34 pm. Eric & Amrita will join us during the Executive Session. All in favor.

Kelley motions, Beth seconds. All in favor. Exit executive session at 6:45 pm.

## **13. Review of Action Items for this Meeting**

- a. – Action items will be in list at the end of minutes
- b. – Beth needs officers, directors insurance requires renewable in April. Beth will finish paperwork to find new coverage, she is working on that insurance renewal.

**Adjournment** - Susan motions, Danielle seconds. All in favor of adjourning at 6:52.

## **Action Items**

1. An employee HR meeting is a goal, as well as an all-staff meeting. Amrita and Eric will work towards this.
2. Beth will provide support to Dave for financial and budget information.
3. Kelley will reach out to Helene Nilsen by the end of this week.
4. Beth will email and post the final financials.
5. Scott will Fundraising Committee reschedule for next week.
6. Susan will take the lead in putting together a draft plan for how to reach out to members.
7. Susan will send summaries from member roundtables from those meetings to Amrita.
8. Eric, Amrita, Beth & Susan will be in attendance at the Neighboring Food Co-op meeting. Susan will follow-up if more people can attend.