



**Morrisville Food Co-op Board Meeting
June 15, 2022 5:00-7:00 p.m.**

MINUTES

Board: Susan, Larry, Dani, David, Don (chair), Kelley, Beth (minutes)

Staff: Amrita, Eric

Absent: (Board) Scott, Cari

- 1. Welcome** - Meeting called to order at 5:03.

Member Comments & Concerns

Guests: Sam Corbo, Carole Lauber, Dave Wallack

Carole introduced herself as a former Board Chair. She noted the coop looks great, she likes the change to co-managers, hopes the POS training mentioned last month is happening and wanted to encourage that investment of time to get more efficiency and useful numbers. She's happy to see the financials looking good and the cafe starting up. Eric responded that they want to spend more time learning the POS system and have put it in the upcoming budget.

Vote - Approve meeting minutes

Susan made a motion to approve the May minutes, Dani seconded the motion, all approved.

Old Business

Financial review - Beth spoke with Gallagher Flynn had all her questions answered about the tax return. GF is not willing to give a discount on an audit and we really can't afford their \$7-\$8,000 price. We will need to discuss options for this in the future. Beth noted that we should probably look to see if there is a more reasonably priced local tax firm, since GH is a large Burlington-based firm.

Signage - Beth has been reading the government's fine print on the forms and has been having some difficulty in figuring out how to fit clear directions in the small number of characters allowed. She has been reviewing the signs on the local highways to see good examples. - Beth will finalize the applications for the 3 planned signs within a few days with Eric.

Follow-up with attorney Tim Sargent about storing confidential files - Susan

Future - Role of co-op in this community - Don reminded us to keep an eye out for community activities we can get involved in and sponsor without spending too much money - we got our name on the Rail Trail, which is good - Dave asked about LADC, whether joining them would be of benefit, Beth noted their annual membership was \$750 and no one had a clear idea of the benefits of a membership with them - Aug 17 is annual community corn roast, our signature event.

Board calendar - The executive committee needs to create one - Don, Susan, Beth

Special Board meeting to review May financials and the GM's draft budget is scheduled for next Wednesday, June 22 at 5 pm. Susan will sent out a zoom invitation.

GM report - Eric reviewed the report that was sent earlier. Beth questioned the cafe sales number of about \$7,000, since QuickBooks is showing just over \$9,000 for May cafe sales. Eric noted the margins on cafe sales are still a little low since they've been trying to price the products to attract new people into the store. David asked about the waste from the cafe, and Eric noted there is very little waste in the cafe. They are still working on how to evaluate demand and how much to make, then posting on social media every morning on what they're selling today. There were several vendor events in May - meet & greet (bad weather), wine tasting (lightly attended). MACC donated planters to the front of the store, so there's a nice garden out there and one of the upstairs tenants tends them. We became a member of MACC recently and have applied for a mini grant from them for a new Open flag and a window mural (near the bread rack). Amrita is getting designs for the mural from local students.

Member Survey - Amrita and Susan designed the survey and the link was sent out to members with the offer of a \$25 store gift card to one random respondent. We received a good response rate of 66 surveys. Amrita reviewed the report that submitted. She and Eric plan to release a survey report to members shortly to review the responses and list actions that will be taken, in addition to responding to several members personally about their concerns. One action taken will be having name tags and aprons for staff shortly. Larry asked if there were any surprises in the responses - Amrita said the comments about produce and bulk where some said they looked good and but a number of others said it didn't look good. She was also surprised on the number who asked for things that we already offer.

DISCUSSION - Committee Reports

Annual Meeting - Since it will be held in mid-October, it's time to start putting together an Ad Hoc committee. Leah will be helping to organize it and Susan and Dave volunteered to be on it. Larry made a motion to appoint these three to the committee to design and develop the agenda and content for the annual meeting, Kelley seconded, and all approved.

Board Clerk position - the job description for the Board Clerk (Leah) has been finalized. Her main mission from now to November will be the annual meeting support, and to assist member loan committee. After that she will take on the roles we originally planned, which is to keep the board files up to date and organized, distribute board reports, get board announcements on the website and other distribution methods.

Executive Committee now meets one a month among themselves, and once a month to meet with the GM's to plan the board agenda.

Nominating Committee - Larry was away for 5 weeks and Scott handled things while he was away. He sent out close to 100 emails asking about interest in being on the board, and did receive a lot of responses indicating interest. Because things are so positive in the store these days, that may be why people are indicating more interest than in the recent past.

Sam and Dave are here observing the meeting as possible board candidates, and the board members introduced themselves

Dave Wallack - visited VT a lot and then moved to VT 3 years ago. He was in political campaigns for a while, then moved to India for a number of years, has been back in US for 5 years, and runs a nonprofit virtually that works with state and city treasurers to deal with sustainability issues, how they can use their investments to support sustainability. He's interested in the co-op business model and what types of people shop there. He is a vegan.

Sam Corbo - moved to VT 6 months ago, works remotely for a NJ real estate company in operations. want to stay in VT for future and lives in Lowell. He feels co-ops are an integral part of the community, where people can get nutritious, good quality food and be educated on what's available from the local community.

Personnel Committee- Kelley thanked Eric and Amrita for the time they spent on their evaluation paperwork. Dani and Don compiled all the responses from the board and passed the summary on to all board members. Don reviewed the 3 growth goals received from GMs - improve website, both have operational goals like Amrita expanding and improving bulk; and Eric improving coolers and grab n go.

Member Loan committee - Leah attended the last committee meeting and made some recommendations based on her past development experience. Name the campaign as Retire the Debt, not just Retire the Member Loans and we will need to come up with target amount. They plan to begin with a "quiet" phase aimed at frequent shoppers at the store and also reach out to lenders who we haven't contacted yet to see if they will forgive their loans. They also plan to re-institute the practice of taking donations at the corn roast and start building up a Store Improvement Fund. They would like to alter the Round it Up for Change program so the coop can be a recipient for one cycle per year. The Member Loan committee is recommending this multipronged approach to start with this fall. The board members agreed they will support this direction the committee recommends.

Fundraising Committee - As reported in an email from Scott, \$1,145 was raised by the raffle in April. The committee feels they should wait a little while before having another one

Other Business

Confidentiality Policy - When the member loan committee was reviewing reports on member loans, a question was raised about why we don't have a Confidentiality Policy. Leah provided a draft confidentiality policy that she has used in the past. Larry expressed concern that it is too broad, there was no clear definition of what is confidential. Beth noted the third paragraph does definite what is confidential, but Larry felt it was too broad and that anything confidential needed to be stamped as confidential. Dave noted that, in hospital settings, by signing HIPAA agreements you knew that anything related to patients was confidential, it didn't need to be stamped. Larry asked if there are standards of confidentiality in this business for volunteers. Don felt that by signing this policy, it's a good reminder for any volunteer of what they have to be careful about in discussing. Susan felt there is

always a gray area, but currently we have nothing in place and this is a step in the right direction. Beth agreed with Susan, but also felt that the Member Loan Committee should clearly mark their documents as Confidential when they have lender names on them. Beth made a motion to accept the Confidentiality Policy as presented, Dave seconded. 6 voted in favor, and 1 abstained. Susan will mark the policy as accepted on this date, and will provide the form to Amrita and Cari for signature by appropriate people.

Parking Committee - Elizabeth Casparian (staff) has been appointed to that town committee and will represent the co-op as a business in the affected area.

Summer Retreat - This has been set for July 31 at 4 pm at Don's house. We hope all staff and board members will come for an informal get together and meal.

Executive Session - Susan made a motion to go into Executive session at 6:57 pm. Larry seconded and all approved.

Kelley made a motion to resume the Board meeting at 7:41 pm, Larry seconded and all approved.

Employment Agreement - Dani made a motion that we accept the Co-General Manager employment agreement as drafted and take it to the co- GMs for signature. Susan seconded and all approved.

Adjournment - Larry made a motion to adjourn at 7:42 pm. Susan seconded and all approved.