



**Morrisville Food Co-op Special Board Meeting
November 2, 2022 5:00-7:00 p.m.**

MINUTES

Attendees: Don McDowell (Chair), Beth Springston (Minutes), Dave Wallack, Dave Carter, Megan Davin, Susan Titterton, Stephanie Davison, Jessica Seddon, Eric Besecker (GM)
Absent Members: Scott Weathers

1. Don called the meeting to order at 5:03 pm

Beth agreed to take the minutes since there currently is not a Secretary

2. Member Comments & Concerns: None

3. New Board

Don shared Annual Meeting Election [Results](#) and welcomed newly-elected board members - Megan Davin, Stephanie Davison, Jessica Seddon, Dave Wallack - and re-elected board members - Dave Carter and Susan Titterton.

4. Board Officers

There was a discussion on how to elect new Board Officers. The position of Secretary is currently open. Don noted that he was only willing to be Chair until January, and then someone else needs to step up. He will be staying on the Board. Beth expressed her willingness to stay on as Treasurer. Susan had thought she would rotate off as Vice Chair and would help a new member learn that job. She would be willing to step into the Secretary role. Given Don's decision to step out of the Chair role in January, discussion turned to how to fill officer roles.

Jessica asked about the duties of the officers. The Chair, Vice Chair, Secretary and Treasurer typically make up the Executive Committee and meet once a month. Chair runs the Board meetings, prepares the agenda. The Secretary takes the minutes, makes sure they are filed and posted. Stephanie noted she doesn't have the time to jump into any of these bigger roles. Jessica said she might be willing to be a Co-Chair if a current board member could share the job. Susan might be willing to continue as Vice Chair. Agreement was made to discuss this further and decide at the Board meeting on Nov. 16.

5. Schedule and structure for future Board Meetings

- We will continue to have them on the 3rd Wednesday of the month from 5 to 7 pm.
- We will continue to meet via Zoom
- Discussion: Ensuring members have access to board meetings - Verified that the website will be updated soon. Meeting info is posted there, along with the weekly newsletter. Rather than trying to get more members to attend board meetings, it might be more important to encourage people to come to "feel good" events. Maybe we can try an event with one question to members that we get feedback on, or talk in small groups.

5. Board Committees

2021-22: Don reviewed the Board Committees that functioned over the past year.

- Executive / Finance Committee - Don, Susan and Beth + GM 1x per month
 - Charge: Coordinates bd work/ meetings; oversees GM; deals w/ urgent issues
 - Meets 2x per month
- Nominating Committee - Larry, Scott, Don
 - Charge: Recruits board members; assists with board elections
 - Meets May-Sept, as needed
- Personnel Committee - Don, Kelley, Dani
 - Charge: Coordinates GM performance reviews; staff liaison; reviewing Employee Handbook annually & updating, as needed
 - Meets March-May for performance review
- Member Loan Committee - Susan, Beth, Dave C, Nancy and Leah
 - Charge: Member loans forgiven (as possible)
 - Meets 1x per month
- Fundraising Committee - Scott, Dani, Cari, MJ
 - Charge: Plans strategies for additional revenue acquisitions
 - Meets 1x per 2 months
- Annual Meeting Committee - Susan, Dave C. and Leah
 - Charge: Organize all aspects of Annual Meeting; assign tasks to board/ staff & track completion
 - Meets June-Oct, as needed

2022-23: The Board discussed Proposed Board Committees for this year

- Executive
 - Charge: Coordinates bd work/ meetings; oversees GM; deals w/ urgent issues
 - Members: Officers, plus GM
 - Meets 1-2x per month
- Finance
 - Charge: Monitors financial picture; assists with budget development
 - Members: Beth, Dave Carter, plus GM, bookkeeper; others as invited
 - Meets 1x per quarter
- Capital Fund (formerly Member Loan Committee)

- Charge: 1) Member loans forgiven (as possible); 2) Coordinate campaign to build Capital Fund for debt repayment
- Susan, Beth (stepping off), Dave C, Nancy, perhaps Jessica
- Meets 1x per month
- Personnel
 - Charge: Coordinates GM performance reviews; staff liaison; reviewing Employee Handbook annually & updating, as needed
 - Don, TBD
 - Meets March-May for performance review
- Nominating
 - Charge: Recruits board members; assists with board elections
 - Scott, Don, TBD
 - Meets May-Sept, as needed
- Outreach (new, suggested by Beth)
 - Charge: Creates calendar of events/ activities on relevant topics (health/nutrition, community service, education, co-op philosophy, store products) and then plans & executes those events
 - Members: Store staff, with support from TBD board member & volunteer members
 - Meets 1x per month, and as needed
- Annual Meeting
 - Charge: Organize all aspects of Annual Meeting; assign tasks to board/ staff & track completion
 - Members: TBD
 - Meets June-Oct, as needed

Motion: Stephanie moved to accept the new committee structure as outlined but to wait until the November board meeting to determine the staffing on them. Dave W seconded. All agreed.

6. Other business

- a. Forms: Beth will send new board members the forms that need to be signed and returned
- b. Board Indemnification: We have Directors & Officers Insurance.
- c. Board Orientation: Agenda item for the next Board meeting.
- d. Meeting minutes: Beth will send copies of these minutes ASAP.

Adjournment: Dave W. made a motion to adjourn, Jess seconded. All agreed.
Adjournment at 6:20 pm