



Morrisville Food Co-op Board Meeting
Feb 15, 2023 5:00-7:00 p.m.

Welcome (5)

1. **Welcome:** Susan Titterton & Jessica Seddon (Co-Chairs) - Susan started the meeting at 5:03 pm with Susan, Beth, Jessica, Megan, Dave, Don, and Stephanie present.
2. **Member Comments** (if any) - No members are present so there are no member comments.
3. **Vote** - Approve meeting minutes - Stephanie moved to approve the minutes. Jessica seconded the motion. There was no discussion. Everyone approved the minutes.

Old Business (5)

4. **Independent Financial Review** - *to be discussed in March*, pending write-up of August 2022 review. Also: discuss and determine approach to future fulfillment of bylaws: "The Board will arrange for an examination of the financial statements by a qualified third party at least every other fiscal year." - Jessica suggested and Susan and Beth agreed that we table the discussion of the independent financial review to the next meeting.
5. **Review** status of action items to keep in mind from previous meetings going forward
 - a. Complete signage application; GM decides how many signs to apply for (Eric, Beth) - The board agreed to carry this over for the next meeting.
 - b. Revisit recommendation to use some EIDL funds to pay down some of the CFNE line of credit. We agreed to revisit this when we review the budget and the strategic plan with the idea of reviewing it in approximately 6 months. .

New Business (10)

6. Discussion & Vote - Jan/Feb Financials & Treasurer's Report (Beth) - The board discussed the report. There was no vote.

7. Vote - accept updates to board membership - Susan said that Scott Weathers resigned from the board. Dave moved to accept the resignation. Beth seconded the motion. There was no discussion. All present members voted for the motion and it was approved.

8. Discussion - GM Report (Eric) - The board talked with the GM about feedback mechanisms between the customers and the coop.

Committee Reports - [Current Committees](#) (10)

- a. **Short-run reallocation of committee work:** focus on personnel and nominating committee - Jessica sought other board members to pick up the slack on committees where there aren't sufficient members because of board member retirements. Megan agreed to work with Don on the Personnel committee.
- b. **Executive / Finance** - (Jessica, Susan, Beth, Dave)
Minutes (February) (Jessica additional comments) - No discussion.
- c. **Member Loan/ Capital** - (Susan, Beth, Megan, Jessica, Nancy Banks)
2/9 Minutes (Susan to provide additional comments)
Discuss key theme/pitch for wide outreach to member-lenders - Susan shared that personal outreach is working to get loans forgiven.
- d. **Personnel** - (Don)
No report at this time
- e. **Nominating** - (Don, Stephanie)
Minutes
Potential candidates, discussion on open seats - and ways to generate enthusiasm. Don suggested that there are two interested candidates, and is optimistic. Don asked what the board was seeking in terms of types of board members, and the board discussed this. Susan asked Don what we should do. Don said anything we could do to pull in names would be great. Don and Stephanie both told Eric to make them both contacts for people interested in a board seat. Susan asked Don and Stephanie to reach out to Leah directly to get this done. Don asked the board for clarification on the process of replacing retired board members. Don got clarification from Susan. Don stated that he will move forward with the recruitment of the names he has in hand.
- f. **Outreach** - (Megan, Stephanie, store staff as possible)
No report at this time - Stephanie shared with the board that she was very interested in knowing more about the grab and go population.

10. Executive Session (20)

Don made a motion to go into Executive Session. Jessica seconded the motion. All board members voted in favor of moving into Executive session at 5:45 pm. Bob Titterton (the co-op's landlord) was invited into the Executive Session.

The board held an Executive Session to discuss the renewal of the co-op's lease with the landlords, Bob and Susan Titterton.

Dave moved to come out of executive session at 6:10. Stephanie seconded the motion. The board voted unanimously to come out of executive session.

Jessica offered a motion that Jessica would find an appraiser to get a market appraisal, that appraisal would be discussed at the March meeting, and that Beth would then serve as the board's delegate to negotiate the lease with the landlords once the market appraisal comes back and we would discuss that at the April board meeting. Beth made that motion, Stephanie seconded it, and all board members who were present approved the motion except for Susan who (as one of the landlords) abstained. Jessica asked Eric about sales data and what besides prepared food should we be looking at as growth areas.

9. Strategic Planning Process: (1 hour: 5:50-6:00)

Lynda Brushett, an expert on co-ops, came to give advice about strategic planning. Jessica talked about what strategic planning includes. Lynda offered advice about strategic planning. Don offered to look at the town growth numbers. Stephanie flagged that we need to know about stakeholders of the co-op that aren't coming into the store. She offered to help get that done. She wanted to make sure we understood non members and people who focus on grab and go. Lydia said that the customer you have is the customer you grow. Jessica suggested that we stick to the planned timeline on the strategic planning process. Don will focus on town growth. On member outreach Dave and Megan will come up with a plan to take this on. Jessica will check with Stephanie on town growth. On sales data, Dave agreed to work with Eric on sales data. Jessica will update the strategic planning document. Susan suggested Pru Sullivan as a pro-bono facilitator. Lynda suggested that we get more members involved in the strategic planning process.

Susan moved to adjourn the board meeting. Dave seconded the motion. The board voted unanimously to end the board meeting at 7:04 pm.