

**. Co-op Board Minutes**  
**June 16, 2015**  
**6:30 pm at the Community Center**

**Consent Agenda:** May Minutes, By-law change for organizational members

By-Law 2.01 Change to authorize a co-operative to be a member was approved. The language is as follows:

*B. Another cooperative may be a member of this cooperative upon approval of the Board, and shall have one vote. The Board shall determine the rights, fees, and benefits of membership for cooperative organizations, if any.*

**Committee Reports**

- Building
  1. railing is up and working well
  2. hand wash sink/mop sink area is under design
  3. ice retainers (roof) approved for installation
  4. proposing to contract with Paul Hannan to survey area in back of building to see whether it is in the flood plain. (important consideration for strategic planning)
  5. \$17000 in budget for outside painting--but will not go with this right away and will first assess total dollars budgeted for facility.
- Treasurer
  1. sales up/cost of goods down (in terms of dollars)
  2. net profit is up 6.7% over last year
  3. adherence to budget is excellent.
- Communications
  1. committee accepted idea of a membership packet and will work on one
  2. website is up and beautiful
  3. minutes will be sent

**Report on Hunger Mountain Community Meeting**  
**(bylaws changes and market forces affecting coops)**

Among co-ops nationally and at HMC specifically sales are level or falling slightly. Think this is because the for-profit grocery industry is selling a lot more organic food (Walmart, Trader Joe's, Shaw's, etc.)  
More people are interested in healthy foods.  
Typical customer buys groceries at 3 different stores each week.

The dilemma of how to get members to come out and vote at annual meeting is a

common issue even with larger co-ops. Gail shared some ideas that the Hunger Mountain Board has developed for using ballots or variation of face-to-face and ballots to involve more members in big decisions. Focus group is needed, perhaps, to study this further and propose choices.

### **Link Report (.**

- **MC Response on Board representatives at MC meeting**

Discussion of letter from MC saying they do not want Board members to attend MC meetings except if we have something specific to present. Sense of the Board is not to push this particular issue but to acknowledge issues of power and control to form a more congenial relationship between board and MC. Hierarchies can be expected even in a cooperative; prior history of tension between board and MC may be influencing present concerns MC has with board members attending MC meetings. This could be a good topic for the Board/MC retreat.

Gail suggested that one MC member come to each meeting to tell us what they are doing that they are excited about, that is furthering our Mission and Ends.

- **B1 follow-up**

1. We do not know as of yet where the extra \$900 in restricted funds came from
2. At the last meeting Bob expressed concern that we were not paying more past-due bills given the amount of cash on hand. Bob discovered that the greater amount *cash on hand* that he discovered was due to outstanding checks, so this issue is resolved.

### **Summer board/staff retreat**

- **Date:** Best date for MC is July 24th 1:00 pm, Awaiting word from the MC.
- **Topics:** (1) strategic plan (agree on purpose. and how we will proceed)); (2) Board - MC communications/relationship

### **MC Monitoring B4, B5 .**

B4 Gail will redraft .B4, taking out the reference to 2014, for board approval and posting on website, When approved, Bob will post the amendment in the Policy Register that is on the website.

Other request to Board in B4 (for a bylaw amendment on deadline for annual payment of membership equity payment) is not needed because there is no restriction in the by-laws and the Equity Committee and MC can pick whatever date they like. Monitoring Report needs to reflect this.

B4 and B5 accepted as complete and in compliance with changes noted above and

changes suggested in Gail's comments on the Googledoc version.

### **Patronage dividend rules for small amounts**

Is it worth sending notices for small amounts ?

Referred to Equity Committee to discuss and come up with a proposal

### **Partnering with Twin Valley?**

Art: Twin Valley is struggling to financially survive and contribution from the Co-op is generous and appropriate; but it may not be best to enter into a *formal partnership* considering the state of Twin Valley's financial affairs; more informal support and collaborative projects would be beneficial over a more formal partnership. For example, having the Co-op annual meeting at Twin Valley facility would be a good alternative as well as participating in joint events. Perhaps a meeting can be scheduled to discuss ways to collaborate in a mutually beneficial way (Art, Joseph, and Karen, if available). Joseph will coordinate with Rita Copeland (TV Director)

### **Board Monitoring -- C5 - Code of Conduct (10 min)**

Ethical and Lawful Conduct-Recommend revisiting 2c to reinforce separation of employees and board members. this may also include changing by-laws. Gail will draft a by-law change to say staff cannot be on the board (will go to annual meeting). Until then Code of Conduct with stay as is.

Board feels we are in compliance with C5.

*Dessert and chat*

*Meetings of the Plainfield Co-op Board are open to our members. To place an item on the agenda, contact Board President Gail Falk at 777-0528.*