

**Plainfield Co-op Board Meeting Minutes
(February Regular Meeting)
March 4, 2019, 6:15-8:00 pm
in the Community Center**

Attendees: Jean Hamilton, Sarah Phillips, Bram Towbin, Chris Jackson, Pete Boyle
Regrets: Giordano Checchi
Staff: Kevin, Rosemond, Leah

The meeting commenced at 6:23pm.

Jay submitted his resignation to the Board by email. Wifi works – hooray!

Consent Agenda

Decision: The Board approved the meeting minutes from January 28 and February 7.

Manager's update from Kevin

New insurance is official and there will be two insurance refunds on prepaid premiums. New workers comp insurance will start at the end of the month.

Capex – New laptop, wifi upgrade, installation of quickbooks and phones.
There was discussion if continued improvements were related to the original board approval. Yes. And whether it was prudent to continue. The Board discussed pausing purchases until further review.

Decision: The Board agreed to pause CAPEX purchases, even pre-approved, in order to revisit it given the current financial situation.

Action: Management will pause CAPEX purchases until further review by Board.

Card readers are working now. There were some bumps, but it seems to be 100% as of last week.

Kevin is meeting with current bookkeeper tomorrow. Still working on transition to staff bookkeeping (vs. contracted).

January – Expenditures require adjustment to reclassify a staff advance and delivery fees (now COGS).

Kevin has adjusted the monthly projections for revenue and expenditures as a tool to support management – e.g., created monthly budgets. No change to annual budget.

The Board-Staff meeting was postponed. Kevin held a meeting with staff last month; proposed personnel policy changes were provided to staff for review. Staff expressed concern and were also relatively supportive of changes, even if they are difficult. There was also concern about

the change to the number of hours worked by staff on a regular schedule from 8 hours to 16 hours. There was discussion by staff to reduce the number from 16 to 10 hours.

The staff expressed a desire that Board provide communication to working members on the elimination of the +1 discount for working members. It was discussed that working member discounts are under the management oversight, per Board Policy D-3; however section 4 addresses the +1 specifically. Leah asked about changes to the personnel policies and requested clarification on past changes made. Rosemond clarified that the current personnel policies are posted and it was suggested that reviewing the current policies will provide clarification.

Decision: The Board decided to strike section 4 of the Board's D-3 Policy.

Action: Sarah will revise and have updated Board Policies (strike section 4 of D-3) posted to the website.

Action: Jean will draft a letter to working members explaining the reduction of +1 & Kevin will have sent by email to working members.

Action: Kevin will draft elimination of staff +1 in the personnel policies and bring to the Board for approval at the next Board meeting.

Kevin has the authority to implement this change to the personnel policy immediately.

The Board asked whether any of the personnel policy changes being considered are assumptions in the budget approved by the Board. Kevin reported "no", that the changes being considered by management/staff are not a part of the assumptions in the budget approved by the board.

Kevin will continue to get feedback on changes with staff and work to prioritize future changes.

January 2019 Financial Update: \$7591 net loss - Major causes:

- COGS was over projected budget by about \$3,000
- Missed sales targets by \$2,000
- \$800 error (staff advance) should be removed from the P&L
- Other smaller items.

Reductions in staff hours, and other expenditure reductions were not in effect in January. February will provide a better overview.

Brief Committee Updates

- Newsletter Committee – Next newsletter is on climate change.
- Building Committee – Minutes were submitted and reviewed prior to the meeting by Board members.
- Finance Committee
 - Did not meet. Next meeting is scheduled for Thursday the 14th.

- Membership/Marketing
 - Charlotte and Pete met. **Action:** Pete and Charlotte are planning to meet again and will make some proposals to increase membership.
 - Rosemond reported that there has been an increase in working members since Charlotte has focused attention to this task.
 - **Action:** Sarah will connect Dave Strong and Kevin to find out about the farmer's market sign on Rte 2, in relation to whether the Co-op could have a similar ongoing or temporary sign.

Staff General Comments

- Leah asked for clarification on when hours lost for staff might be returned. She suggested that staff could have held a meeting to propose changes.
- The Board reflected that the current financial situation does not allow for a definitive time and place for restoring hours.
- The Board discussed rescheduling the Board – Staff meeting. Leah agreed that this would be helpful.
- There was general discussion that Senior Management (Rosemond and Kevin) need more support in improving communication with staff.

Executive Session

The Board entered executive session at 7:20pm to discuss personnel issues, and exited at 8pm.

Action: Bram, Chris and Sarah will meet with the two staff members separately to review the issues brought to the board.

Decision/Action: There is a discrepancy between the Board Policy and the Personnel Policies on performance evaluation of the Administration Manager. The Board agreed to revise the Board Policies to align with the Personnel policies, as those policies reflect the intent of the Board. Sarah will record changes and post revised policies to the website.

Other Business

- Annual Meeting Planning
Sunday, April 28th – Proposed (~3pm-5pm)
Action: Kevin will confirm whether 4/28 works
Action: Pete will see if the church is available for 4/28
- Board Recruitment
Action: Jean will review board roster and terms
Action: Jean will have conversations with potential board members (Jim and Andy)
- [Approve Policy Governance Calendar – \(attached below\)](#)
Decision: The Policy Governance Calendar was approved.

Monitoring Reports

Updated compliance reports were provided for F1 and F5.

Action: Board will approve or ask questions about the F1 and F5 compliance reports by email. No discussion is allowed by email. Decisions and/or question will be added to the March Regular Meeting minutes.

- Ends Report – **Decision:** the Board agreed to postpone.

Action: Staff/Board meeting is scheduled for Sunday, March 17, 1-2:30

Action: Chris, Pete, Jean, Kevin are tasked with planning the agenda for the Staff-Board meeting – 5pm on 3/14

Action: Kevin will send all staff an invitation to a Staff-Board meeting for the Co-op on 3/17, 1-2:30pm to discuss the current financial situation of the Co-op.

Adjourned at 8:18pm.

Plainfield Co-op Policy Governance Calendar - 2018												
Item	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	June
Board Education					NFCA Training				NFCA Annual Meeting		New Board and staff orientation	Decide what we need for Board training this year.
Member Engagement		Plan for Old Home Days	Recruitment strategy for new board members	Fall Festival	Prepare Holiday Gifts for neighbors		Board recruitment	Agenda for Annual meeting; discussion of change in member discount	Send notice of Annual Meeting;	Annual Meeting		
Equity								Determine amount of member dividend			Distribute annual dividend	
Board/MC Gatherings			Board/MC Picnic/Retreat						Plan staff appreciation			Staff appreciation
Admin.Agenda Items			Board budget development	Prepare GM Review.	Approve 2018 Board budget		approve Policy governance calendar for 2019				Select Board officers	
Board Monitoring	Part C - Board Process		Part D - Membership Policies			E4- GM Performance					Part E - Board - Mgmt Relationship	
Management Monitoring	F1 - Quarterly Financial Conditions	F4 - Treatment of Customers; F6 - Emergency Mgmt Succession	F5 - Staff Treatment and Compensation	F1 - Quarterly Financial Conditions	F2 - Business Planning and Budgeting		F1 - Annual Financial Conditions		F3 - Asset Protection		F1 - Quarterly Financial Conditions	
Monitoring of Ends								Ends Report				
Strategic Plan Newsletter		Fall deadline (23rd) - Oct National Coop Month			Winter deadline (23rd)			Spring deadline (26th)			Summer deadline (24th)	