

**Plainfield Co-op Board**  
**Special Meeting Minutes**  
**May 6, 2019**

Board members present: Charlotte, Sarah, Pete, Giordano, Chris

Others present: Jean Hamilton (General Manager), Paula Emery (member), Gail Falk (note-taker), Dave Hill (staff) briefly

Sarah called the meeting to order. She said that Bram Towbin resigned from the Board; he sent a letter explaining his reason.

**Consent agenda.** Corrected annual meeting minutes approved. Corrected March 31 minutes approved. Corrected April 23 minutes approved.

("Corrected" means corrections by Sarah to the original draft that were included in the drafter circulated to Board members prior to the meeting. No further corrections were made at the meeting.)

**Board appointments.** Charlotte's term continues. She doesn't need to be reappointed. Giordano's term is up. He was reappointed. Giordano and Charlotte will be up for reelection at the next Special Member Meeting where there is a quorum.

**Debriefing of Annual Meeting.** Pete thought the meeting went well, that Sarah and Janice did a good job of running the meeting. He was disappointed at the low turnout. He wonders if members really know they own the building. As a Board member, wants to know what the member/owners want. Needs a lot of discussion.

Charlotte thought the engagement of people who attended was good, and that members showed they are ready to be engaged. Thinks there was not enough advertising. Overall it was positive.

Gail thought there was not enough publicity, that there was good explanation and discussion of the financial crisis. Thought discussion of the employee grievance should have been kept to a distinct part of the meeting.

Giordano was not there, but thinks it is positive that employee concerns came out and thinks it will have a long-range positive outcome.

Jean thought it was a pretty good meeting. It felt good for the problems to be held by the membership, to be able to say to the members that we need help. There were great questions. Thought the Hardwick Gazette article "nailed it," and noted a 2006 article in the Times Argus describing a very similar crisis then – a reminder that it is a chronic story of under-resourcing.

She is relieved that the Board and staff don't need to be in "savior" mode – that there is a need for the membership as a whole to come together and make decisions.

Paula said she would have liked better publicity. She doesn't feel much engagement from the members, but she didn't feel the meeting communicated a role for members – it was more that leadership was telling attendees what was going on.

Chris said he wished that he had spoken up to say that a democratically owned Co-op is a very different kind of organization from a corporation and it should not be compared to a for-profit corporation.

Sarah said the Board did outreach about the meeting to the best of their ability at the time, but it was not what we would ideally want. She felt buoyed by seeing core members there who "brought their game" and by the cards people filled out and later emails from members ready to pitch in.

In follow-up to the meeting Charlotte will work with Kevin to review the membership list to see if there are people on the list who should be removed because they no longer meet the criteria for being a member, as defined in the by-laws. There are people who paid the full share and then moved away; those people are still members as long as they keep the Co-op updated on their email and/or mailing address unless they ask to have their equity payment refunded. Sarah said she noticed the name of a person who died last year.

Sarah will type up the responses from members who offered to contribute in one way or another and will circulate the list to the Board and GM.

Sarah noted that after the meeting she alerted the GM and the Board to a security concern.

**Communication Plan.** The Newsletter Committee has proposed some short communications to the members. They would be sent by e-mail and also printed as one-pager flyers to be distributed at the store. The first one will summarize the annual meeting report about finances. Subsequent communications would be keyed to community meeting topics. The Board agreed to this plan. It was suggested that there could be links on Front Page Forum and Facebook, and that they should be posted prominently on the website. This is not a substitute for the newsletter, but a quicker method of communication reflecting the critical issues the Co-op faces. Sarah will send the draft to Board and GM for comments and ask for a quick turnaround.

**Fundraising Committee.** Committee met just prior to the Board meeting. Sarah will send out minutes. Next meeting June 4.

**Community meetings.** The first two meetings will be Saturday, June 8 from 4 to 6, and Thursday, June 27, from 5 to 7.

Meetings will be held at the Co-op Community Center notwithstanding accessibility barriers because of the benefits of having members gather together in the building. For the last two years the annual meeting has been at the church to have an accessible location, and no one has

attended who needed to use the elevator. The Board will arrange for a well-supported video conferencing alternative to anyone who can't get up the stairs.

Sarah proposed putting together an ad hoc group of members to help organize and publicize the meetings. This doesn't all need to be done by the Board.

Hope to have a quorum for the June 8 meeting so that Board Elections can happen.

Focus for the first meeting will on Co-op finances: Why is the Co-op in financial trouble, explaining issue of long-term underfunding, answering member questions about finances and hearing member suggestions about next steps.

Chris suggested that the second meeting be a discussion of what the members want to Co-op to be now (as opposed to the original goal to have a place to buy local, organic food – which are now widely available.) What is the role of the Co-op in the 2020's? Really need a clear understanding of the answer to this question before choosing drastic measures to deal with financial situation (such as allying with another Co-op, closing for the winter, closing certain days of the week, relocating).

It was mentioned that there are other ways besides large public meetings to get member input and facilitate meaningful conversations, such as focus groups. Also surveys.

**Ad Hoc Personnel Committee.** The Board received the report from the Ad Hoc Personnel Committee. Discussing this will take more time than is available to this meeting. Discussion postponed to Executive Session on May 14.

Next special meeting: May 14, 6 pm

Next regular Board meeting: May 28, 6 pm.