

Minutes of the Springfield Food Coop
Board of Directors
Thursday, May 13, 2010

Board Members Present: Judi Becker, Pam Goldman, Susan Hall, Frank Manafort, Raven Mueller, Anne Nordstrom, Christine Speidel

Ex Officio: Marie Alfieri

Guests: Judy Glos, Jim LeFevre

Call to Order: 6:05 PM

Minutes: April 21, 2010

Raven made a **motion**, seconded by Christine, to approve the Minutes with the following correction: "Susan Dunning commented that both Judy Glos and Alex Gyori recommended that an annual review would be sufficient." The motion passed unanimously.

Real Estate Update: Frank Manafort advised that Deborah Ryan, owner of Willow Farm Pet Services, would like to sell her interest in the 335 River Street condo property to the Coop at a discounted price from her previous offer in December, 2009.

Anne indicated that the Board would need to discuss this proposal in depth, and if interested, would need to seek the approval of the Coop membership. The Board will need to review the Coop finances; talk to the NCGA and possibly other coops for guidance; consult with the USDA; and do some strategic planning before taking on such a project.

Anne suggested the following steps: 1) Ask Deborah Ryan to make a formal real estate offer in writing; 2) Discuss the proposal with members at the Coop Annual Meeting on May 27; 3) Raven will contact Andrea at USDA to ask their advice; and 4) Judy Glos will consult with a couple of local banks regarding loan feasibility and terms.

General Manager's Update:

Marie reported scheduling and office sharing challenges. She added that 12 direct reports are cumbersome for one manager. It would be helpful to talk with a consultant about how to deal with issues from restructuring.

A Worker's Compensation claim was filed and taken care of.

Marie requested that the Board draft a letter indicating that Marie is not responsible for the accuracy of FY2010 financial statements, as she was hired as General Manager only 2 weeks prior to the end of FY2010.

Organizational Consultant: Jim LeFevre is a consultant who works with Vermont nonprofit organizations on strategic planning, conducting organizational assessments, setting board expectations and helping to establish criteria to guide the Board.

Jim advised that board governance and training are important. The ideas of succession and perpetuity are important and values and principles need to be formalized and passed on to future board members. Jim also works with nonprofit boards and managers helping to set realistic structures and expectations, conduct mediation and address transition issues.

At this point the Board has authorized Jim LeFevre to do 3 days of consulting and/or mediation for the Coop.

Old Business

Annual Meeting Final Details: The Coop Annual Meeting will be held on Thursday evening, May 27, 2010 at 7:00 pm at the Springfield Airport Conference Room. Judi will get the Coop member list from Marie; check in members at the door and take minutes at the Meeting.

The Annual Meeting agenda will consist of the President's Report, the General Manager's Report, and a Financial Report. The Vice President will lead the vote on the bylaw change and will present the slate of Board directors for election. A one-page summary report with highlights of the Coop and a financial summary will be distributed to members. A Question & Answer period will follow. Ice cream dessert will be served following the business meeting.

Board Recruitment: We currently have an opening for a Board member to serve a one-year term. Raven and Marie will follow up on recommendations.

Next Meeting: The next Board meeting is scheduled for Thursday, May 27, following the Coop Annual Meeting.

Adjourn: 8:40 PM

Respectfully Submitted,
Judi Becker