

Minutes of the Springfield Food Co-op Board of Directors
Thursday, February 24, 2011
Springfield Food Co-op

Board Members Present: Anne Nordstrom, Christine Speidel, Judi Becker, Susan Hall and Irwin Post

Ex-officio: Marie Alfieri

Member Audience: Bill Batesole and Sam Brennan

Call to Order: 6:02 p.m.

Minutes of January 27, 2011

Judi made a **motion**, seconded by Irwin, to approve the minutes with changes. The motion passed unanimously.

General Manager FYI Report

Marie reported that the new produce sink is being installed. Lucy will be returning to work on Monday. Marie is working with Guy Payne and the Vermont Green program to offer a retail math class for co-op employees.

Marie met with the new Springfield movie theater operator to discuss possible partnerships with the co-op. It would benefit both the community and the co-op to have healthy co-op snacks available at movies.

Marie is working with Connect the Dots and the Family Center, and other organizations, on increasing donations of food that might spoil if not used.

Marie will be attending the NCGA meeting in April and trades shows at the end of April and May.

The co-op is on track to surpass a million dollars in revenue this fiscal year and there is a chance this might happen by Marie's anniversary on March 14, 2011. Customer counts have increased on average about 150 to 200 customers more per week since March 2010.

Susan made a **motion** seconded by Christine to accept the GM report. The motion passed unanimously.

General Manager Monitoring report

Marie apologized for not having the third quarter financial report ready for the board. She noted that with Lucy out and a bookkeeper only one day a week, it has been difficult to keep up. Bank

statements do not come in until the 18th of the month, creating a time crunch. One way to fix this could be to change banks. (Marie is disappointed with our bank in general.) Marie has also spent time working in the front at the registers, which has taken time away from completing the reports. Marie recently added more office support in the form of 2 volunteers, one clerical and one IT. In the future she plans to have finance reports ready 2 months after the quarter has ended.

Succession Plan

Marie is developing a policies and procedures for an interim GM. The interim GM would step in should Marie need time off or unexpectedly leave the Co-op. A written job description is in process; also documentation including a list of resources that the interim GM would need or find helpful. Marie has drafted a succession plan. Neomi is currently the designated interim GM. Marie suggested that the board develop and maintain an ongoing relationship with the interim GM, and that the interim GM be included in the hiring process if a new GM were needed. The board asked Marie to invite Neomi to the ends retreat on April 2.

Review of Progress toward Policy Governance

Anne reported that she has had monthly conversations with Marilyn and has relayed board questions to Marilyn. April 2nd will be the Ends Policies retreat. A review of what is still needed to flip the switch in April will be done.

Input from the members regarding the ends policy is still needed. Marilyn suggested going to the membership with a draft and asking for feedback on that, rather than approaching them with a completely open ended question. After feedback from the members is received the board can finalize and vote on the ends policies. Marilyn thinks the co-op is doing great and should be ready in April to change over to Policy Governance.

The board plans to present draft ends policies to the membership at the April board meeting, and also at the annual meeting. We can still switch to policy governance as of April 1, with temporary stand-in ends policies that Marilyn provided.

Anne asked Marilyn what to do when a GM report has sensitive information in it – is it ever appropriate to report on a policy in executive session? Marilyn recommends reporting as much information as possible in the public session, and giving additional sensitive details in executive session. Monitoring reports are not automatically public documents.

The board monitoring calendar and the process for the board to monitor itself must be completed. New members to the board will sign the code of conduct and conflict of interest forms after being voted in.

Open Session: Bill Batesole is excited to see the Co-op's involvement in the community. Feeding the hungry is something close to his heart, and he supports the Co-op's work with this. Community support that we give will be returned to us.

Board Monitoring Calendar: Anne passed around a calendar to review with the board. Some changes were made, and Anne will type the revised calendar and get it out to the board.

Board Recruitment Update: A list of potential nominees should be compiled and those interested invited to the March meeting. There are 5 seats to fill and a rotation schedule needs to be worked out since we have gotten off track. Ideally 3 board members would be up for election each year. Hopefully this year we can elect 5 board members at annual meeting, with one 1-year member, one 2-year member and three 3-year members.

Marie, with help from staff, has made a list of members that she would like to encourage to become more engaged, either as committee members or board members. The committee will talk about the criteria and divide the list of people for board members to call and discuss their involvement. Marie suggested sending selected members a letter from the GM, and then following up with a call from a board member.

Meeting Schedule: Next Board meeting is March 24. April 2 is the Board Retreat, 9 – 5.

Executive Session:

At 7:57 p.m., Irwin **moved** to enter executive session to discuss personnel and board recruitment. Christine seconded the motion. The motion was approved unanimously.

At 9:05 p.m., Susan **moved** to leave executive session and to adjourn. Irwin seconded the motion, and it was approved unanimously.

Respectfully submitted,
Patty Chaffee
Recording Secretary