

SRFC BOARD OF DIRECTORS MEETING

December 20, 2016

MINUTES

Board Meeting Commenced @ 6:26

Present: Meg, Deb, John, Larry, Steve (arrived 6:23), Tom (arrived 6:28), Abigail (arrived 6:35), Jeremy

Absent: Andrew (with notice), Briana

Quorum was not initially present at the planned meeting start-time, but two directors had provided advance notice that they would be arriving late. Around 6:10, the attending board members began reviewing sections of the agenda that did not require board action:

GM REPORTING

A. FYI Report

- There were 8 new members for the month of November.
- The shelving has arrived and will be installed on 12/26. The store will be closed for the installation. Jeremy is seeking board members to assist with assembly, moving inventory, etc. starting at 8 am.
- Monthly margins are good, consistent with recent trends, except for a considerable drop in produce attributed to some over-ordering as growth rates level off. Produce growth has been rapid for the past several months and some flattening out is to be expected at this point in the year. A consultant visit from the Eastern corridor produce specialist is still in the plans, but will not be scheduled firmly until the department redesign (now in progress) is finalized.
- Key financial indicators are excellent, stable or improved from last month all around, with all NCG benchmarks exceeded.
- Sales growth is down for the month by 1.3%, bringing YTD sales to -0.6%. Jeremy expects this to continue through the slower season and then recover in the spring.

B. Patronage

Patronage notices will be sent out around late January. Jeremy is preparing an explanatory document that will be mailed to members entitled to redeem their patronage, and shared a draft of this document as well as a sample used by Lexington Co-op. The next draft will be emailed around to the board for feedback.

Meeting called to order at 6:26, while GM reporting was in progress.

The business portion of the agenda began at 6:39.

PRELIMINARIES

Ends: waived

Ground Rules: waived

Guidelines for Guests: waived

MINUTES: NOVEMBER

Deb motioned to accept the minutes as submitted, seconded by Tom. Abigail and Steve abstained due to being absent from the meeting in question. All other directors voted in favor (absent Andy, Briana).

GM REPORTING, continued

C. GM Monitoring Report: B10 - Logistical Support

John motioned to accept as submitted, seconded by Meg. The board discussed that this was a new section of the recently revised policy register and was being reviewed for the first time, but full compliance was demonstrated. Several effective administrative and logistical systems have been implemented or improved over the past year, and most importantly, a staff member was appointed to assist with these functions under the supervision of GM and the President/VP. It was noted that, in addition to Google Drive with “active” board files, there are several years of archived records in Dropbox. Credentials for this account need to be reviewed and shared, and in 2017 we will seek Jen’s assistance to reorganize and consolidate files in the Dropbox through 12/2016. All directors voted in favor (absent Andy, Briana).

BOARD ADMIN & PLANNING

A. Annual Meeting Draft Minutes

Reviewed; determined to be complete and accurate. These will be submitted for approval at the next annual meeting. Thanks to Abigail for taking detailed notes on the Q&A section.

B. Election Results

Tom, Larry, Abigail and Jeremy met on 12/17 to count the ballots. Each envelope was inspected and opened, following the board procedure, and 100% were validated. A total of 58 ballots were cast and this balanced with the number of envelopes opened. Most voters selected all four of the candidates, but a few voted for only the three incumbent director. Andy, Deb, and Meagan are therefore re-elected to three-year terms and Anthony is elected to a two-year term. A report of the election results will be included in this week’s eNewsletter.

Abigail moved to certify the election results; John seconded the motion. No discussion. All in favor (absent Andy, Briana).

C. Committee Reports

- Board Perpetuation Committee: The committee met on 12/5 to discuss (a) recruiting prospective candidates for board appointment and (b) board orientation and training plans.

- Many names were added to a list of prospects and follow-ups were assigned; so far there are a few “no’s,” a few “somedays,” a few people considering the request, and several people remaining to be contacted.
- An orientation for Anthony will take place during the January board meeting, with outgoing board members invited to participate. Additional training for the full board will take place in subsequent months, including a store tour, member service, SRFC history and culture, financial literacy/understanding financial statements, bylaws, etc. Several sources, including former board members and committee members, will be tapped to contribute to the training. Tentative dates will be added to the draft 2017 calendar.
- Branding: John and Jeremy discussed branding process/best practices during the CDS/CBLD call last night. They talked about what the charter should contain, and the best roles for members and board directors, respectively, in the branding process given that the board is accountable for protecting the strategic interests of the organization.
 - Member focus groups will be planned for early in the year to solicit member input, and findings from these focus groups and the committee’s subsequent work will be presented at the spring membership meeting.
 - A committee charter was proposed (below); Deb motioned to accept, seconded by Abigail, and approved with all in favor (absent Andy, Briana).

Branding Committee
DATE CHARTERED: 12/20/16
END OF TERM: 12/20/17

Chair: John Craddock

Members:

Board - John, Larry, Abigail

GM - Jeremy

Staff - 1 manager and 1 other staffer to be appointed by the Committee

The job of the Branding Committee will be to:

- 1. Recommend to the Board a new name and/or visual identity for the Co-op.**
- 2. Consult with stakeholders on the Co-op Brand Identity and with Management’s chosen designer.**

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- Garden: none

D. Upcoming Dates:

- Saturday, January 7 - CBL 101, Keene NH
 - Abigail expressed interest. Meg will send information.
 - We will try to plan a staff/board group trip to the July training.
- Wednesday, January 4 - *New Leaf* Copy Deadline

- To be discussed below
- Tuesday, January 17 - Board Packet Due
- Monday, January 23 *tentative* - Monthly CBLD Call
 - Contact John if you'd like to participate
- **Tuesday, January 24 - Monthly Board Meeting**
 - Outgoing members are invited to attend to participate in the Orientation

E. Thank you Briana & Tom!

Board members expressed their appreciation for the contributions these outgoing directors have made over the past year. Small gifts from the Co-op were presented as a token of gratitude.

BOARD EDUCATION & OUTREACH

A. Yearly Reflection

Board members filled out, as a group, the second half of a co-op board self-assessment tool from the CDS library. The first half had been completed in November.

B. Yearly Review of Education Plan

In addition to the CDS in-person trainings and the internal trainings to be planned by the Perpetuation Committee, the board generated a few ideas to enhance professional development opportunities this year:

- Board Buddies: Pair new directors with a more experienced counterpart, to foster a mentoring relationship and provide an informal resource for discussing questions and concerns
- Technical Assistant: Consider including 10 minutes at the beginning of each meeting to review relevant concepts, vocabulary, etc. Start with the basics. Use a casual approach and include room for open-ended discussions as well as some structured education or conversation prompts.

C. *New Leaf* article

John volunteered to write this issue's board column, focused on our Branding plans for 2017.

BOARD MONITORING

A. Board Monitoring Report: D1 - Governing Style

Submitted by Andy. Steve motioned to accept, seconded by John. No discussion. All directors in favor (absent Andy, Briana).

EXECUTIVE SESSION

None this month

Adjourned at 7:57 pm