

**Minutes for the Potsdam Food Co-Op Board Meeting  
December 15, 2015**

- I. Call to Order
  - o The regular monthly meeting of the Board of Directors of the Potsdam Food Co-Op was held on Tuesday, December 15, 2015, above the Carriage House Bakery, the President being in the chair and the Secretary being present. It was called to order at 6:02 PM
- II. Attendees
  - o Voting members in attendance included Joseph Andriano, Robin McClellan, Laura Cordts, Abby Lee, Erica LaFountain, Vanessa Bittner, Eric Ochraneck, Marie Richards, Maggie McKenna, Rajiv Narula
  - o Members not in attendance included Mary Egan, Pam Maurer
  - o The general manager, Eric Jesner, was present.
  - o Guests in attendance included Tim Messner, Samantha DaGrossa
- III. Approval of Minutes
  - o A motion to approve the minutes of the previous meeting held on November 17, 2015 was made by Laura Cordts and seconded by Eric Ochraneck, and was passed.
- IV. Member Comments
  - o Erica reported regarding her mother's knitted items which are sold at the store. She was concerned about the markup of the items, at 100% over wholesale.
    - i. Eric J. reported that is the across the board markup. It would be possible to make specific exceptions for a particular vendor, but the better policy would be to make a separate category. He explained that he explains to each vendor the markup policy.
    - ii. Laura suggested it would be good to have a guide of how a local vendor may want to sell to the coop. This had been started but was never finished.
    - iii. Robin explained the financial side of markups.
  - o Abby reported that a person who came into the carriage house felt it was very dirty.
  - o Rajiv reported that a new member was wondering if it was possible to do special orders of product.
    - i. Eric J. replied that any member owner could do a special order if they came in.
- V. Reports
  - o General Manager's Report was presented by Eric Jesner:
    - i. Bathroom
      - 1. Needs to be upgraded.
      - 2. A member-owner asked a grab handle next to the toilet.
      - 3. If we gut the bathroom, it needs to be ADA compliant. If we upgrade, we can keep it as is. The main issue is that our space does not make it possible to have an ADA compliant bathroom there.
      - 4. Eric will get back to us with the information at the next meeting.
    - ii. Personnel
      - 1. No changes.
    - iii. Hot Chocolate Machine
      - 1. Fair trade, organic hot chocolate, with milk powder.
      - 2. Making the hot chocolate at double strength.
      - 3. Eric has a full break even analysis which shows that we will very soon break even on the machine, since they are selling the hot chocolate very quickly.
      - 4. Eric O. asked about vegan alternative, and Eric J. replied that there is not a vegan alternative.
    - iv. Field Day

1. We added yellow tags to every Field Day item. We ordered enough items that we get an ongoing 15% discount on every order--which we are passing on to customers.
  2. Eric will be doing an analysis at the end of the month to see if it is moving.
- v. Sales Report
1. Up 1.06%
  2. Credit Card sales up 5%
  3. Member sales down, but it makes sense because more non-members are shopping for the holiday.
  4. Up for active owners.
  5. Wholesale sales were down because of the holiday schedule.
  6. Rajiv reported that the cashier at Nature's Storehouse told him that it helps the store to not use credit cards.
    - a. Eric reported that there was a lot of negative feedback when we last did that.
    - b. A discussion was had about a cash discount.
- o Membership Committee Report was presented by Erica LaFountain:
- i. Report on Google Drive.
  - ii. Business Partner Program Revamp
    1. Called all businesses participating.
    2. Working on signage for businesses which are participating.
    3. Sending out e-mails to current partners asking for renewals.
    4. Will be putting something in the Chamber of Commerce newsletter asking for new members.
    5. Co-Op Newsletter will have a new page on this as well, giving better advertising for these partners.
    6. There will be links on our website as well.
    7. There has been mixed feedback from the businesses, but all businesses want to renew.
    8. The discount seems to have more usage at product-based businesses rather than service-based ones.
    9. Eric O. asked what the incentive was for businesses to join the program.
      - a. Our loyal customer base and the free advertising seems to be the major reason.
- o Governance Committee Report was presented by Laura Cordts:
- i. Please remember your board self eval.
  - ii. Legal Review of BPM
    1. Laura reported that this has been something that the governance committee has been discussing for some time.
    2. We have been trying to find a local attorney who is qualified and local who might be willing to do it for a discount.
    3. We have not been able to find an attorney who is able/willing to do it, and we are proceeding to check with CGN to see if someone is available to do it.
    4. We may be coming back to the board for approval of the expenditure.
    5. Erica asked for an example of a need for legal review.
      - a. Laura mentioned the transition from ballot to proxy authorization.
      - b. Joe mentioned how this illustrated the need to find the right lawyer who is familiar with the law of food co-op law.
  - iii. Elections
    1. We are prepared to conduct elections.

2. We had anticipated a contested election because a current board member is resigning. We now have the same number of candidates as seats available.
  3. This will be the first year that we will be allowing people to give their proxy via e-mail. We are hopeful this will help us reach quorum and make it easier for people.
    - a. Erica expressed a concern that this could reduce turnout to the annual meeting.
      - i. Robin pointed out that people have been able to vote in the store in the past and that turnout has been increasing.
- iv. Board Retreat
1. Will take place on 3/5/16.
  2. More information will be forthcoming as the Retreat Ad Hoc Committee works on the format of that meeting.
- o Outreach Committee Report was presented by Eric J.:
- i. Baking Fest
    1. We raised \$1228 with the baking fest.
    2. It was busy for 2.5 hours.
    3. Many new people came to the festival.
    4. Erica asked why these are so successful and potlucks aren't
      - a. A discussion was had about why some people may like or not like potlucks.
    5. Eric O. asked if we tried to sign up members at the festival.
      - a. Eric J reported that Pam was working the door, but we weren't trying to do a hard sell on membership
  - ii. Education
    1. The Kent Family will be preparing an event for children at the co-op about co-op products.
- o Finance Committee Report was presented by Robin McClellan:
- i. Robin apologized for getting his report in late.
  - ii. Robin reported that we will be changing out accounting system to QuickBooks.
    1. We will start with this in 2016 Q1.
      - a. A lot of help from Clarkson students in management and accounting.
  - iii. Revised financials
    1. Occurred, but no significant impact.
  - iv. Review of Manager's Budget
    1. We will vote on this in January.
    2. Eric J. spoke to the budget.
      - a. Broken down by quarter on the file on Google Drive.
      - b. Eric completed the budget by coming up with an annual budget, but then coming up with quarterly budget.
        - i. On Jay V.'s suggestion, we are doing quarterly budgets now. Meaning, as each quarter is completed, the budget for that time next year is made.
      - c. Eric is assuming a 2% increase in sales.
      - d. Personnel expenses include the increase in minimum wage of \$0.25/hr starting in January.
      - e. Depreciation is down in the first two quarters because the coolers are rolling off of being depreciated. It's back up in Q3 and Q4 because of the new POS system.



- ii. Robin McClellan made the motion to go into executive session to discuss this matter (seconded by Rajiv Narula). The motion was approved and the board entered into executive session at 7:25 PM and left executive session at 8:11 PM.

VIII. Announcements

IX. Adjournment

- o Joseph Andriano moved that the meeting be adjourned, seconded by Marie Richards, and this was agreed upon at 8:12 PM.

Respectfully Submitted,  
Joseph Andriano  
Secretary, Potsdam Food Co-Op