

**Minutes for the Potsdam Food Co-op Board Meeting
December 15, 2020**

- I. Call to Order
 - a. The regular monthly meeting of the Board of Directors of the Potsdam Food Co-op was held on Tuesday, 12/15 at 6pm via "Zoom".
- II. Attendees
 - a. Voting members in attendance included Erica LaFountain, Aviva Gold, Marshall Issen, Becky Allen, Kellie Hitchman, Hillary Vaillancourt, Jim Fryer, Karen Bage, Philip Paige, Katie McLaughlin, Megan Lane, Jessie LaRose, and Deborah Massell. (13 = full board)
 - b. A quorum was present.
 - c. The General Manager, Andy Peet, was present.
 - d. No guests were in attendance.
- III. Approval of Minutes
 - a. Minutes from the last regular meeting were approved.
- IV. GM and Committee reports
 - a. General Manager's Report was presented by Andy Peet:
 - i. Buildings & Grounds - nothing new to report.
 - ii. Personnel - Nate is staying on at the Coop; he is not leaving, as was reported earlier. Erik Laubsher has resigned to take a higher paying job elsewhere. He has been with the Coop for 7 years. There will be a need to hire another PT cashier sometime after the holidays and after the 4th quarter inventory.
 - iii. General - Thanksgiving pre-orders were a success. This was Corey's first experience with this event. The CH staff are using what they learned from the T'giving holiday and will apply it to the upcoming Dec holiday pre-orders. So far, \$5,265 has been raised through the Round Up for Relocation initiative. The process for the forgiveness of the PPP Loan has begun. **We should know before the end of the year when those funds will be reimbursed.**
 - iv. Sales Report - In-store November sales are positive; they are off-setting the loss in wholesale sales currently. The average number of customers/transactions per day is low (177) but customers are tending to spend more per transaction. The purchase amount per credit card transaction is up.
 - b. Outreach Committee Report was written by Cristi Sommerfeldt: The Committee met on Dec. 1. The minutes from the meeting are in the "PC Outreach CURRENT" folder in google drive. They planned for and executed the 23rd annual baking fest (pandemic version). They are also working on a Business Partner Program.
 - c. Fundraising Committee Report was presented by Karen: The Committee met on Dec. 10. Ryan is working on a "digital thermometer" showing the status of our goal (\$20,000) - for the website.
 - i. The **HFFI** Grant was not awarded to the Coop. They had a lot of applicants.
 - ii. Aviva has not heard back yet from the **NYPA** pre-application she submitted.
 - iii. Potential partnership with **CDI** (Cooperative Development Institute)- they can give 20 hours, pro bono, to the PFC to create/implement a consumer survey. The 20 hours is not contingent on us partnering with them or any other obligations. The survey would look at the product mix and why community members are NOT shopping at the Coop. The Committee doesn't feel the Coop is ready to make a commitment to partner with CDI at this point. More questions remain...What kind of structure do we want for the Coop regarding Loans vs. Grants? Can we partner with CDI for grants & grant-writing purposes only? How do we feel about the 5% fee they would charge us? Aviva clarified that if CDI were to serve as an umbrella organization for us, they would be taking a financial risk and if the grant was unfulfilled they would be held responsible...so the 5% is to help offset their risk. Both CDI and the PFC would want to see success.

MOTION: (Aviva) To follow up with CDI about working with them to devise a survey for the Coop.

SECOND: (Katie) **MOTION PASSES** without dissent.

- d. Governance Committee Report was presented by Katie: Jim Fryer has joined the Governance Committee. Megan Lane, Kellie Hitchman, Andy Rawdon and Marshall Issen will each be running for 3-year terms. Kim Jukic is running for a 2-year term and Deborah Massell is running for a 1-year term. Katie is running for VP.
 - i. The Executive Committee will be planning the Elections/Annual Meeting to be held on Feb. 9th, live over Zoom. Any other board member can 'volunteer' to help.
- e. Finance Committee Report was presented by Marshal Issen: Cash flow is stable. Andy P. reviewed the key points of his Budget Proposal, introduced at the last regular meeting.

MOTION: (Marshall) To accept the budget as proposed/written.

SECOND: (Aviva) **MOTION PASSES** without dissent.

- i. Andy Peet (GM) has full access to all Key Bank accounts.

V. Unfinished Business

- a. Board members should make comments on the first draft of each board meetings' minutes, along with any changes they make to it. The comments will help all members see what was altered. All changes to the minutes should be made prior to the next regular meeting so they can be approved.
- b. Becky shared a doc "Ends Policy Objectives" on google drive. There was discussion of forming an Ends Policy committee/subcommittee. People interested = Katie, Andy P., Becky, Jessie, Megan and Aviva. Megan will send a message to those folks & set up a time to meet and discuss what we want to focus on.

VI. Member Comments

- a. There has been a good response to the member update letters so far. Erica received about 25 emails in response to the Nov Update. Ryan needs to give Erica access to the google form so she can read the responses to the survey questions.

VII. Announcements

- a. Our next monthly board meeting will be held Tuesday January 19th 2021.

VIII. Open forum/Discussion topic: 63 MARKET STREET

- a. Phillip is in contact with Tisdale Assoc. They recommended that we investigate whether there is Asbestos in the 63 Market St. property. We should solicit this testing service...Atlantic Testing is one company that can do it.
- b. Contingencies must be included in the purchase offer. (1. Coop must receive full DRI funding. 2. Coop must be allowed a final walk-through of the building. 3. The building must pass engineering and asbestos studies.
- c. Phillip is in regular contact with both Fred Hanss and Bob McLaughlin, the listing agent.
- d. We need more than 1 financial contingency (Phil suggested we have two). What amount and sort of financial risk are we willing to take? Phil suggested we need a framework of language and a sequence of events written up. Co-op needs to submit a purchase offer by the end of the year. Discussion ensued about requesting an extension. Karen asked Phil to draft a list of all relevant contingencies.
- e. Aviva will reach out to Community Bank to ask for an updated Letter Of Support. The one we have is a year old. Phil said it is best to have up-to-date letters of support because things can change.
- f. Phillip will draft a new purchase offer for the Board to review. He will also join the next Fundraising Comm meeting.
- g. Phil recommends that we vote on approving a newly drafted & reviewed Purchase Offer at the next regular meeting in Jan.

IX. Adjournment

- a. There being no further business to come before the board, the meeting was adjourned at 7:40 PM.

Megan Lane
Secretary, Potsdam Food Co-op