

**Minutes for the Potsdam Food Co-op Board Meeting
March 16, 2021**

- I. Call to Order
 - a. The regular monthly meeting of the Board of Directors of the Potsdam Food Co-op was held on Tuesday 3/16/21, at 6pm in Google Meet, with the President in the chair and the Vice President acting as Secretary.

- II. Attendees
 - a. Voting members in attendance included
Aviva Gold, Marshall Issen, Jim Fryer, Karen Bage, Jessie LaRose, Andy Rawdon and Deborah Massell, Katie McLaughlin, Kim Jukic. (13 = full board)
 - b. Excused: Phillip Paige, Megan Lane, Hillary Vaillancourt
 - c. A quorum was present.
 - d. The General Manager, Andy Peet, was present.
 - e. No guests were in attendance.

- III. Approval of Minutes
 - a. **Motion by** Karen to approve Minutes from February 2021 regular Board Mtg. **Second:** by Jessie **Motion passes without dissent.**

- IV. GM and Committee reports
 - a. General Manager's Report was presented by Andy Peet:
 - i. **Buildings & Grounds** - Cooler broke down with bread and frozen fruit, no loss of product. Issue fixed. Mike from Coltech will install LED lights to replace broken lights in 3 coolers. Staff have done some light Spring cleaning.
 - ii. **Personnel** - Lost 3 PT bakers, Kathy Farr, Jessica Devine, Alyssa Clark all left. Bekk has been promoted to full-time baker, and Lexi Hebb has been hired as a part-time baker. All resignations are personal, no issue has come up. In spite of the lack of staff, Carriage House has still been able to produce enough to keep up with sales. We've hired a new part-time cashier, Abby Kerrigan.
 - iii. **General Sales-**
Overall sales are down slightly from 2020, but sales are up compared to 2019.
Leap year in 2020, one extra day of sales; without that day in 2020 we would have been up in sales vs. 2020.
In store sales for the bakery and deli are positive vs. 2020 (first time this year).
We're dropping the 2% discount at member renewal date. It will take a year for it to be in full effect.
Over \$10,735 has been raised for Round-Up For Relocation, so far. Kathryn Briggs, a long-time member donated over \$800 (from her member account) to Round-Up for Relocation.
2020 Paycheck Protection Program Loan was 100% forgiven.
Waiting to get through quarter one before we install the new equipment (software for point of sales system, upgrade server, new battery back-up, etc.)
No updates from Field and Fork; we haven't been able to use Loyalty Bot before we can update Field and Fork.
 - b. Outreach Committee Report - Update given by Andy Peet: Christie Sommerfield has resigned, we need a chair for the Outreach Committee.

- c. Governance Committee Report was shared by Katie: All board members need to fill out the; a) Board Questionnaire on email and b) the Self Evaluation (email). Katie will summarize the results and share with us at the next board meeting. Erica, Aviva and Katie will organize a Board Orientation for Kim and Andy R. on Saturday, March 20. We discussed recruitment for the board; do we place a mention in the monthly Co-op newsletter? Do we write it on the Chalkboard behind the register? We also talked about looking over the member list to see if anyone seems like they would be a good fit. Kellie has resigned from the Board, and Kayla has resigned from the Governance Committee. If a member has a recommendation for a new board member, please do share.

- d. Finance Committee Report was presented by Marshal Issen and Andy Peet: See report in google drive. Finance Committee looks at cash flow, with new loan for second round of PPP been very helpful (on-time payment of bills, payables low). Report on loan forgiveness, our 2020 P/L statement turned from a loss into a small profit for 2020. In a way better position for payables than we've been in a long time. Things are always tight at the beginning of year, as we go from the busiest time of the year (December), into January (the slowest time of the year), where you're on the hook for paying for specialty items for the holidays. Last month we received the PPP funding, and started paying for payroll using that, and with the cash saved from payroll Andy increased the weekly allocation transferred to paying member loans from the 2019 summer reset project. We had been moving \$400 per week, increased to \$600 per week to pay off the loan before the due date. Andy has started allocating \$500 per week to a savings account (which we used to do up until mid-year 2019).

- e. Fundraising Committee Report presented by Karen Bage: Committee report in shared folder. Fundraising is working on a plan to raise our share of the relocation budget. Andy R. is working on a script for reaching out to potential donors. Initial conversations with potential donors will likely begin in June and take place outside. The Fundraising Committee is making a formal recommendation to enter into a Fiscal Sponsorship agreement with Cooperative Development Institute. Fiscal Sponsorship with CDI will allow the Co-op to use CDI's 501c3 status for our fundraising; this would be appealing to donors who want the tax deduction.

- f. Karen made the motion, Andy R. seconded the motion. Discussion: CDI takes 5% of first \$20,000, 2% thereafter. If we vote yes, they sign the form CDI has shared with us already. Fundraising has had a lot of conversations with staff member that manages fiscal sponsorship, he feels positive. Local Living Ventures- local group that may do this sort of thing, but they haven't decided they will yet. CDI is ready, Local Living Venture isn't sure. Once we have the Fiscal Sponsorship with CDI, we will be able to submit grant applications because deadlines are approaching.

- g. Vote: Yes 8, No 0. Unanimous. Thank you to the Fundraising Committee for doing all of the background work. The motion is approved.

V. Unfinished Business

- a. Expansion: Community Bank is no longer interested in doing a bridge loan for us, so we've been talking to SeaComm, Farm Credit East, and National Cooperative Bank. Aviva had a nice talk with the commercial lending person from Farm Credit East, who was very excited, and wanted to finalize the paperwork for the loan tomorrow (3/17). National Cooperative Bank is also interested.

- b. Consumer Survey questionnaire from CDI: The questions are very general. Our goal was to figure out what we actually need to know so we could narrow the questions down. Karen emailed many people to figure out what they care about, and we have a meeting with CDI next Wednesday to narrow the survey down 4 pages of written questions. CDI mostly works with new start-up coops, and our needs are very different than a brand new coop, so we need different questions. They have the expertise to help us get 700 responses. CDI is working on this Pro Bono for 20 hours, and there's a folder on the shared drive if anyone wants more information about the survey.
- c. Monthly Member Update Newsletter- we will check with Megan to see if she's interested in keeping the newsletter up. Andy has offered to include a monthly update from the GM.

VI. New Business (briefly addressed):

- a. In January the Board does an annual review on GM. Aviva and Andy are working on a plan, we'll get it done in the next 4 weeks.
- b. The Retreat is usually in March to discuss our strategic plan. This year moving and expanding will be the focus on the board, as well as accountability for the Ends Policy. We can either discuss this person when it's warm, or in person over Zoom. The board agrees that this year the retreat will be in person in June.
- c. Jessie has heard a bit from a couple of staff that they feel disconnected from the board. Jim is the Staff Liaison, so he and Jessie will chat about putting together a staff survey to figure out a way to bridge the gap. We used to do an annual staff/board cookout for Staff Appreciation, but haven't been able to do that since the pandemic. Staff are always welcome to come to the Board Meetings, and maybe we could put our pictures and a light introduction up in the store. Board agrees that we would like to be closer to the staff as well.
- d. Katie will take a break in September for 3 months to have a baby. She will work with Aviva to ensure everything is in place before taking a break.
- e. No member comments.

VII. Announcements

- a. Our next monthly board meeting will be held Tues. April 20th 2021

VIII. Adjournment

- a. There being no further business to come before the board, the meeting was adjourned at 7:30 PM. Motion by Katie. Seconded by Marshall.

Katie McLaughlin
Vice President, Potsdam Food Co-op

"The board voted to go into executive session (Aviva motioned) to discuss the proposed relocation/expansion project. The executive session began at 6:52 PM and ended at 7:05 PM."