

Potsdam Food Cooperative Board Meeting
November 28, 2023 Tuesday 6:00 PM
Carriage House Bakery, Second Floor

Present: Megan Lane, Kristen Avery, Jim Fryer, Kim Jukic, Marshall Issen, Brian Reece, David Bradford, Jessie LaRose, Mark Rengi, Lynzie Schulte, Karen Bage, Aviva Gold

Excused:

Guests: Elijah Schecter, Laurie Greenleaf, Grace Hudson

Reminder to all in attendance to allow the person reporting out the opportunity to finish their report fully before interjecting, asking questions, or opening discussion.

Motion by David Bradford to Approve the October 2023 board meeting minutes. Seconded by Lynzie Schulte. All in favor. Motion Passes.

Public Comment Period:

- None

GM Report:

- Sales update
 - Trending in the positive compared to last year's sales numbers
 - 4% increase compared to last year followed up a 7% increase the next week
 - The week of Thanksgiving, we brought in more than the previous year
 - Concerns over customer count being low
- Labor update
 - Labor is still high in the CH bakery/deli
 - Personnel changes in the bakery (mainly the CH manager, doing a few interviews to find replacement employees that are part-time)
 - Commentary on employee turnover in the CH and suggestion of exit interviews with employees to identify trends in turnover
- Budget Proposal for 2024
 - Labor forecast of approx 19%
 - Projected margin of approx 39% (just profit, without labor)
 - Close to meeting our weekly sale target now of approx \$33,000
 - Anticipated increase in cost for employee health insurance
 - Discussion on quarterly updates of actual expenses compared to the proposed budget; make adjustments as needed to correct projections/actuals
 - Goal of increasing employee wages, beyond the required minimum wage increase based on performance, should sales meet the target increase goal
 - Check the ends policy/BPM on language around benefits/insurance benchmarking to consider a new benefits package (opportunity for the board to make a policy)

- Governance Committee, Jessie, David and Lynzie will look into this further and make recommendations on changes to the BPM
- Updates will be added to next month's agenda
- The "HR" responsibilities lie with the GM

Executive/Advisory Committee:

- Resources from Ben Sandel regarding effective/standard BPM templates
- Follow up items from the retreat
 - Policy Governance pivot
 - Member Code of Conduct development
 - Columinate resources on their website

Governance Committee:

- Review candidate possibilities for slate
 - If your term is coming to an end and you'd like to run again, let Jim know
 - Outreach related to candidates who may be interested in serving on the board
 - We have 6 seats to fill total, including current board members
- BPM revision updates
 - Potential change to make the board smaller (from a 13 person board to a 9 person board, which includes the class E seat)
 - Required to host a membership meeting to vote on this kind of change
 - 9 is a standard board number per Ben Sandel
 - Governance Committee will work to revise the section in the bylaws for the December 2023 meeting. Pending approval of that language in December 2023, the change will be presented to the membership at the annual meeting in February.
- Need for legal counsel to review the BPM biennially to ensure compliance with the law
 - Need to add this cost into the projected budget (working on finding out what the potential cost will be)
 - Will reach out to NCG and Columinate to see if they have resources we can utilize

Finance Committee:

- Audited Financials
 - Recommended change in the BPM to do an audit every 5 years
 - We do an annual review when we pay taxes to gauge financials
- AEDC Loan Update
 - Feels that it is feasible
 - Waiting on one other piece of documentation before we have completed all of the steps

Outreach Committee:

- Kim stands ready as the go-to person for outreach events
- December Bake Fest is an annual event (25 years) that benefited the Potsdam Neighborhood Center
 - Planning holiday orders to raise money for the Neighborhood Center
- What is Lynn's role with outreach - title says Outreach Coordinator?

- Not currently involved with outreach/marketing/etc.
- Recommendation to update the PCO website with current events, board members, employee information, tabs at the top need to be updated to reflect current offerings
- Recommendation to use Instagram more frequently
- Marketing Strategy Plan is in the works, projected to start in January 2024

Renovation/Expansion Committee:

- Feasibility proposals from Kin Studio and Aubertine and Currier
 - We do not have the proposal from Aubertine and Currier yet to review
- Agenda for Sean Doyle (NCG Design) visit on December 5 and 6
 - Committee needs the green light from the board for one of these architects to meet with Sean Doyle as the intermediate step before moving forward with the actual project
 - Both architects are aware of this meeting next week
 - If we only have one feasibility plan, we will go with that plan and if the second plan comes through, we will evaluate that before this weekend and then vote to approve/deny the contracting of that architect (committee will meet Thursday evening to go over the proposals and will then send to the board)

Old Business:

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New Business:

- Form a new DEI standing committee
 - Last met on November 17th and Laurie was nominated and unanimously voted as the committee chair
 - Created a draft of what the DEI committee entails and is responsible for completing
 - Recommendation to make this a standing committee at the board level

Brian Reece motions to approve the formation of the Diversity Equity and Inclusion (DEI) Committee at a board level standing committee, based on the current charter; “This committee will develop, recommend and implement policies, education, and events that focus on ensuring a diverse, equitable and inclusive Co-op for staff, shoppers, members, community, and vendors. The committee will continuously adapt to current best practices. We focus on the part of the Co-op's ends statement that states, "community members have a welcoming place to shop, interact and participate at many levels.". Seconded by Aviva Gold. All in favor. Motion passes.

- Establish Annual Meeting date
 - Annual Meeting: Tuesday, February 13th
 - Board Meeting: Thursday, February 15th
 - Meeting to tie up any BPM changes and updates.
 - Aviva Gold will take notes at the annual meeting, when Kristen is out on leave (we will meet in early January to catch Aviva up to speed)

Jessie LaRose motions to hold our annual meeting on Tuesday, February 13, 2024. David Bradford seconds. All in favor. Motion passes.

- Standards of Conduct proposal to adopt, based off of Greenstar Food Co-op
 - Share and send out via email for a board vote
- Bylaw amendment suggestion related to fundraising for the expansion project
 - Launching a capital campaign and needing to get started on that ASAP
 - Need to create preferred shares in our bylaws, which is not currently in our bylaws (purchasing stock) and then would need to be updated in our articles of confederation if approved
 - Essentially protects people in the event of a bankruptcy so that they can get paid back first

Member Communication:

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Member Comments:

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Next board meeting will be December 19th, at the Town Hall Community Room at 6:00pm.

Motion by Brian Reece to adjourn the board meeting at 8:15 PM. Seconded by Aviva Gold. All in favor. Motion passed without dissent.

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