

Potsdam Food Cooperative Board Meeting  
December 19, 2023 Tuesday 6:00 PM  
Community Room of Potsdam Civic Center (Library)

Present: Megan Lane, Jim Fryer, Brian Reece, David Bradford, Mark Rengi, Karen Bage, Aviva Gold

Excused: Kristen Avery, Lynzie Schulte, Kim Jukic, Marshall Issen, Jessie LaRose

Guests: Laurie Greenleaf, Grace Hudson

*(notes taken by Jim Fryer)*

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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 Aviva Gold to Approve the October 2023 board meeting minutes. Seconded by David Bradford. All in favor. Motion Passes.**

Public Comment Period:

- Randy Johnston

GM Report:

- General Report

sales comparisons with previous years

- reasonable trend over last four weeks; not quite up to last year's sales
- customer counts have been lower (about 10%)
- plan to bring more customers into the store: add 0.5% for marketing (will probably be 1% in the first half of the year); would involve grassroots marketing (direct mail, social media, coupons), more outreach in the community (sponsorships, tent events, member recruitment); will be working with Molly at NCG in January
  - Aviva: we need a specific deadline for a marketing plan
  - Mark: mid-January would be good, should have something at next board meeting
  - Megan: the Outreach Committee folks would likely be willing to help
  - Brian: do we have a point person (Mark: Jessie wants to do this, should be feasible, should take at least 8 hours per week on average; Jessie has passed on management of Bulk to someone else)

no other monthly reports available tonight

- (although some were discussed at the Finance Committee meeting yesterday)
- Aviva: it is odd that these reports are created by a volunteer, should be in-house
- Megan: we need a line in the budget for professional development (staff, board, etc.)

highlights of monthly reports (from Mark)

- cash flow was up \$600 for the month
- balance sheet: assets \$346k, total liabilities \$166k (2.6 ratio)

- we are making healthy profit on our products; gross profit margin, just north of 40%
- however, expenses outweighed our profit (including some one-time expenses in October, approximately 12k), November deficit was about \$2800
- Brian: reports should ideally be generated quicker, so we have the most recent numbers for the monthly board meetings (may simply mean requesting those sooner, with more regular “internal” finance meetings)
- Mark: has done some examination of bakery/deli costs over the last year
  - currently have 90 staff hours per week; in the spring, was 2.5x that much
  - David: we still need to get a “believable” P&L from the Carriage House
  - Mark: the goal is to have that for next quarter
  - Mark: recently met with food suppliers for more pre-made offerings; will talk with NCG in January about a cohesive plan
  - Megan: if we closed CH, would that hurt our ability to re-open it in the new store? (Mark: yes)
  - Brian: we talk about this constantly, this should be the #1 priority for the business, when can we check back for a more concrete plan (Mark: before our January meeting), and what can we do to help
- Updates to 2024 budget proposal
  - any changes to the CH could change the budget completely
  - Brian: would be great to talk about any changes to CH through the lens of the budget
  - Megan: as mentioned previously, add line items for professional development, and from New Business, line items for financial audit and legal review of BPM

#### Executive/Advisory Committee:

- Update from meetings with Ben Sandel
  - Megan: we’ve told Ben that our board wants to continue that relationship

#### Finance Committee:

- [minutes](#) in the folder
- AEDC loan update
  - resolution previously written/approved to have our GM sign for the loan
  - Mark: will have an update tomorrow, once Jessie returns (she had the last conversation with AEDC)
  - more discussion about whether or not to take the loan
    - especially considering recent weekly losses

#### Governance Committee:

- [minutes](#) are available in the folder
- Review candidate possibilities for slate
  - can finalize the slate with the board at the next meeting
  - please, continue to feel free to recommend candidates
- BPM revision Updates
  - Vanessa has begun work on revising in terms of policy governance (starting with Ben’s help), will bring progress to Governance

- Board self-evals
  - form in place, will be sent out to board members within the next two weeks
  - can report on our own self-evaluation (ideally) at the January board meeting
- Notify Class E members opp to run
  - Vanessa has put the information together, will e-mai staff to start that process

#### Diversity, Equity and Inclusion:

- need to do Sexual Harassment training for new employees
- Megan: also need to revise the Employee Handbook to include training

#### Outreach Committee:

- waiting for direction (especially since this is now considered a GM committee)
  - Aviva: those events would be included in a comprehensive marketing plan

#### Renovation/Expansion Committee:

- NCG store designer visit in early December
- Architect: proposals for current phase received from Kin Studio, Aubertine & Currier
  - [revised proposal received from A&C](#); this is proposal chosen by the committee
  - initial proposal came in “overscoped”
  - we need to vote on the new proposal, will cost \$21k (in *addition* to NCG funding for design work)

#### **Motion by Brian Reece to accept the proposal from Aubertine & Currier (as recommended by the Expansion Committee). Seconded by Aviva Gold. All in favor. Motion Passes.**

- Have put out an RFP for the entire project (architectural, engineering)
  - in order to be in line with NYS bidding procedures and stay on projected timeline
- Update for HCR (NYS Homes and Community Renewal)
  - Email received from NYS HCR needing project update by 12/31/23
  - Karen: project team has already written reply email with lots of input; will send to Mary Barthelme before 12/31 deadline

#### Old Business:

- Preferred Shares
  - might be valuable, but need to know much more before any changes considered
    - would involve changing the Articles of Incorporation, not just the bylaws
- Standards of Conduct Proposal
  - most people have voted (online), consider this approved
  - will need to be posted in the store, included on member applications (including renewals), and will be presented at the Annual Meeting
- location of the annual meeting
  - Town Hall may be too small; may still want to find another location other than the church, but may need to go with the church for 2024
  - Aviva reached out to Kim to see if Adirondack Lodge at Clarkson is available for that purpose

### New Business:

- Add line item for Professional Dev (2024 budget)
  - discussed previously during the Finance section of the meeting
- HR oversight for staff?
  - need to look into an outside service (and also include another line in the budget)
  - DEI committee has identified this as a priority
  - Megan: can the DEI committee make a recommendation for HR services (e.g., number of hours we need, if training for an internal person is plausible, etc.)
  - Brian: perhaps we can ask Jessie to check with NCG about this (as in, see if they have any potential solutions)
- 90 day review, GM
  - three months will be 12/30/23
  - Megan: we'll put this together in early January, ideally before the January board meeting; will include a self-evaluation from Mark, plus board/staff review

### Member Communication:

- Aviva: this needs to be part of the comprehensive marketing plan
  - Mark: would love to do a monthly newsletter (including input from others, not just the GM; department managers, board members, etc.)
  - Brian: Ben has recommended that the board write a small blurb each month
- Aviva: going to write up a brief year-end review, to send at the end of December

### Member Comments:

- David: member commented that we need more signage, especially in Bulk
  - Jim: previous discussion, a) making short videos for social media, b) “shopping with Rosie” (as in, come by at something like noon on Saturday)

Next board meeting will be January 16th, at the Town Hall Community Room at 6:00pm.

**Motion by Brian Reece to adjourn the board meeting at 8:24 PM. Seconded by Aviva Gold. All in favor. Motion passed without dissent.**