

LVC Board Minutes for 1-13-21 Meeting 7 pm

Present: Danielle Barshak, Jean Bergstrom, Sam Black, Lise Coppinger, Ann Ferguson, Lori Lynn Hoffer, Jono Neiger, Martin Pittman, Karen Traub, John Calhoun (GM), Guests Mary Jo Johnson, Kari Ridge

Minutes of 12/21/20 Board Meeting Approved with changes to be inserted. Danielle moved, most approved, Jean abstained since absent at last meeting.

Amend the Minutes to restate Lise not being there

Jeff Lacy has resigned from the LVC BOD so should not be sent emails.

A. President's Report (Sam, 10 minutes)

Re the MA Food Security grant, we have communicated with Beverly to forward the purchasing order, but we are still on hold to get the approved funds from the state. The application for the second PPP grant can be submitted as soon as the GSB bank opens the portal, which is not open yet.

Ann and Sam had a meeting for the suggested agenda for the Annual Meeting. For publicity purposes we would like all of the committees to give a couple of sentences regarding the past year's accomplishments and future plans. Ann reported on a discussion with Montague Reporter letter to the editor to be written by her and Sam announcing the Annual membership meeting. The editor agreed to publish it, and also to see if he could find a reporter to do an article on the Coop and the new GM.

The Executive Committee have also created a template for a monthly GM report to the Board, with input from Mary Jo and Kari. We have sent it to John for his feedback.

We discussed and passed two motions regarding the General Manager. The first motion is the following: **That we as a Board agree that John sign on to our GSB account as a signator.** Jono moved, Martin seconded. The procedure is that the GSB will be given these minutes and the Board approval, and after that, they will allow John to go through the procedure to become a signator on our bank accounts, giving him access to deposits and withdrawals and bank statements. After discussion, **the motion was voted unanimously.**

We also discussed the following Motion: **That we authorize the GM to sign grants on behalf of the Board, provided that the grant in question has been approved by the Board.**

Lori Lyn moved, Ann seconded. Jono clarified that in the case of grant applications, these would have to be approved by Board before the GM submits the grant, and we would need include in the Board minutes that he is authorized to submit that particular grant. Sam noted that this motion is a general authorization for John to apply for any grant that the Board has approved. **Motion was voted unanimously.**

B. GM Report (John, 10 minutes)

John reported that he has been working since last Weds Jan 6, and things are going fairly well. He is making a lot of small steps forward. He has seen some expenditures that he had not considered before, so is evaluating present systems. There are lot of processes and systems and technology that need to be updated. For example, LVC could benefit from a more robust POS system, not just at register, but having looked at the L-BOS system, it is inferior to the system used at his previous business, the New Orleans Co-op, called CORE. CORE is a point of sales system developed by a Co-op IT system. He is also checking in with NFCA to see what other Coops are doing. There is much he can't do in our present LBOS system as it is currently programmed, like calculate margins, print out SKU tags, etc. L-BOS may be able to do some of that if updated, which he is researching. He is looking for ways to save us money. At the present it takes a lot of time to put a price on things in store, and with a more automatic process the store could save on labor and do better inventory control. He also thinks we should have two registers for back up (which means purchasing another register). Technical problems and increased summer customer demand could be better handled with another register. We will soon be ordering again from UNFI, and will have different store items to enter into our store inventory, which may increase customer traffic.

Jono and Ann thought that both the LPOS and LBOS might be updated to meet these needs in a cost effective way, and suggested that John talk to Pierre at Nostratek (the dealer for our LBOS system) before the final decision is made to purchase a new system. John agreed to check, but noted that having a robust POS system is at the top of his list!

John asked whether there is a financial limit for any committee or GM spending that needs to come for approval to Board. Jono was going to suggest that anything over 1K be brought to Board for approval, but the Board has at present no set policy on this.

Mary Jo was concerned that the Board is setting a precedent by managing decisions about operational expenses. Martin asked whether John is working on a budget for the store. John said that he has been working with a draft budget from the projected budget presented to him, which shows us breaking even in 2020-21 and with

approximately \$15K in losses in 2021-22. This is true even with our other working capital accounts of 220K from loans and revenues. Right now the store has been operating with a slight profit because of low staff costs (due to volunteer staff and interim GM), and the Coop has a lot of financial reserve so we can afford a new POS system and to hire new staff, as well as to pay off UNFI if need be. Sam said the next PPP loan he has applied for will be 45K if we get it and that will give us even more working capital.

Jono and John had previously discussed the question of how to negotiate with UNFI. After some discussion Jono and John were going to look further into the issue and resolve it in a way that would allow moving forward.

C. Committee Reports:

1. Infrastructure (Lise 10 minutes)

Decisions on Air Purifiers, necessary repairs, HVAC system

The original Eversource HVAC proposal was rejected as too costly. Lia contacted a local contractor to work with Eversource and has sent in a new proposal to Eversource. She pointed out the problem with some existing store insulation that had not been addressed. Eversource will work with Energia for low or no cost insulation. Lise decided against purchasing UV probes as Covid protection because they wouldn't work in our space. The 4 stand-alone air purifiers were ordered and shipped for @\$200 and will be here shortly. Lise bought the filters for HVAC system, and is trying to find cheaper filters. Now that we have a regular GM, Lise recommended that Sam and she share our Board Covid protocol notes re Covid protocol with John to coordinate for safety. Lise pointed out that presently, the two main heating duct lines are disconnected and hence they are putting hot air into attic where it is counter-productive., and also the bathroom vent needs to go outside the attic, which it is not doing at present. Lise got new switches for bathrooms: they should be turned on during the day (tape them on so fans will be on: openers should be informed to turn them on, closers turn off). Sam and Lori Lynn thanked Lise for all the work she has been doing on the infrastructure repairs, safety issues, and renovations.

2. Finance Committee (Jono, 5 minutes)

In future John will be doing these monthly finance reports. We have less revenue for December but this is normal for winter and expenses are low because of wage level. We should start looking at monthly comparisons to 2019 revenues and expenses.

Bookkeeper Amanda and Cory, our advisor, with input from Paul, are working to get end of year annual financial report wrapped up. We are close to submitting IRS taxes (got extension). She should have that report by Jan. 31 to be available to use for Annual Meeting. We need to have the IRS taxes for the PPP submission. Jono will check with Cory and Amanda whether taxes can be filed by Jan. 31.

Jono is going to try to change Google docs so that John can have access to Personnel Files. Also we need to update our policies, for example, we need a policy re the GM or committee as to a spending limit on projects after which they must be approved by the Board. Martin asked whether John can have the revenue statement and balance sheet be connected to the LVC budget and John said yes.

3. Personnel Committee (Danielle)

Welcome to John. Danielle and John will be working on update to Employee Handbook. Martin pointed out that the Board will do a 6 months evaluation with John, and will work with John to develop milestones.

4. Communications (Lori Lynn and Jean, 10 minutes)

Lori Lynn and Ann had a conversation re incentive for annual meeting to have a free chocolate bar if people sign up at the store to get a Zoom link. Karen said we have had two Facebook posts that have had 1500 and 1200 likes, with a number especially from John's former New Orleans coop! Lori Lynn and Karen worked with Sarah Robertson to send out press releases to the media regarding our new GM.

Jean asked for a Meal of the Week idea for the Mail Chimp message and Lise said she would send her Nigerian bean and peanut butter recipe.

Ann raised a question about who would run the LVC Facebook page in the next stage of the GM-Board transition, and Karen said this would be a matter to work out with the new GM John.

5. Fundraising (Karen, 5 minutes)

Karen wanted to take photo of our Zoom meeting for FB of this meeting. She also could create a FB event for the annual meeting. She pointed out that we still have Go Fund Me lawn signs if we want to use them. Sam pointed out that a snow sculpture event is announced to be happening at the school for the next big snow, and we could do one at the LVC simultaneously. Lise was curious about gift baskets and numbers of people who are entering the raffles, as well as whether new sponsors are needed for upcoming

months. Lori Lynn said we have plenty of people to sponsor the baskets, and she is happy that many people are spending more to be eligible for the basket. Sam suggested we could consider having a basket of wines and beers.

D. Old Business: Annual Meeting Plans (Sam and Ann 20 minutes)

Sam and Ann shared the draft of the Annual Meeting that that also been sent to the Board before the meeting (please see an updated version attached to these Minutes). Ann asked each committee chair if they would send a sentence or two regarding the Committee's 2020 accomplishments and future plans. This info will be used for PR purposes publicizing this meeting.

Lori Lynn and Ann have created a hard copy Board nomination form which includes a recommendation for each candidate to leave a statement of intent with their form to be put on the store bulletin board as well as posted on the website. Jean will send the nomination form via Mail Chimp to members, and Ann, Jean and Lori Lynn will consult.

With regard to the Agenda, after discussion it was decided to have Jono as chair of the Finance committee concentrate on a summary of the financial situation and accomplishments of the Coop last year, to be immediately followed by the Personnel committee's summary of the GM Search process, their introduction of John Calhoun as the new GM, and John's report on his plans and visions for the future of the store. After the committee reports we would ask Paul and Patty to do a report as the interim GM and buyer, to be followed by a section of thanks to (possibly) retiring Board members Ann and Karen and a short musical performance by Ann. The last part of the meeting is planned to discuss the candidates for Board positions and to allow them to present their statements of intent, as well as to discuss the two week in-store voting process to occur following the Annual meeting.

Respectfully submitted,
Ann Ferguson, Clerk

Addendum:

33rd LVC Membership Annual Meeting Agenda Weds. Feb. 10 7-8:30 pm (updated)

President's introduction (President Sam Black) (5 min)

Annual Financial Report (Jono Neiger, Vice-President and Treasure, for the Finance Committee) (10 min)

The GM Job Search and New GM (15 min)

- Report from the GM Applicant Review Committee (Martin Pittman, Danielle Barshak) (5 min)
- The New GM: His Report and Vision (John Calhoun) (10 min)

*****Member Questions** (5 min)

From the Board and Interim GM team: Highlights of 2020 and Challenges for 2021 (25 min)

- Fund Raising Committee (Karen Traub) (5 min)
- Communications/Membership Committee (Jean Bergstrom, Lori Lynn Hoffer) (5 min)
- Infrastructure Committee (Lise Coppinger, Martin Pittman) (5 min)
- Sustainability Committee (Danielle Barshak) (5 min)
- Interim GM and Buyer (Paul Rosenberg, Patty Townsend) (5 min)

*****Member Questions** (5 min)

Farewell and thanks from the LVC BOD (Sam Black) (15 min)

- Karen Traub
- Ann Ferguson
- Music Performance and Discussion of Solidarity Memberships and Economy (Ann)

Introduction to and presentations by BOD Nominees (Ann Ferguson) (20 min)

- Nominees' statements

Link to Clip from Steve Alwes interview re Coop History

(<https://www.youtube.com/watch?v=85bhNsGDUDE&t=1191s>]