

LVC Board Minutes for 12/21/20 Meeting 7 pm

Present: Danielle Barshak, Sam Black, Lise Coppinger, Ann Ferguson, Lori Lynn Hoffer, Jono Neiger, Karen Traub

Absent: Jean Bergstrom, Jeff Lacy, Martin Pittman

Guests: Kari Ridge, Mary Jo Johnson

Minutes of 12/9/20 Board Meeting : Danielle moved and Karen seconded, Approved unanimously.

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

Sam and John had a chat to discuss such issues as the transition period, quarantining etc. John is eager to get to work. He is planning to arrive, driving, on Dec. 31 or the 1st. Sam will find Covid test possibilities in the area, but still with that, we are assuming John will need some quarantine time. John would like to be involved at some level as soon as possible. He is very interested in discussing financial projections with Jono, also Martin could be involved. Paul has offered an indefinite amount of time to do back-up support. John felt it would be important to have detailed support from Paul and Patty, but realizes that he has the final authority as GM from now on regarding operational matters. John urged anyone from the Board that feels like chatting with him to do so.

In his discussion with Sam John wanted to know what went wrong with the past Board that caused controversy. Was the Board against the grocerant concept advanced in past business plans? Sam responded that the Board was never in principle against the concept: rather the problem was how to phase in the new expenses that such an expansion of the vision of the store involves. John is thinking about strategies to bring higher income people into the store as a destination. Sam assured John that the Board would support him in these strategies.

Ann suggested that after our discussion tonight we can ask the chair of each committee to talk to John and discuss the work of committees and how it might be appropriate for John to connect to their work. We could leave it to him to decide the timing. Jono suggested until after Xmas or even until after he arrives.

Jono mentioned that the transition will come down to Paul and John and how they decide to facilitate his maintenance of normal business. Jono was concerned as to whether Paul would be overburdened.

Regarding the paperwork, Sam sent John his copy of the signed contract between the GM and the Board. It was signed by Sam 12/2 and then the contract was sent 12/10.

B. Committee Reports:

1. Finance Committee presentation and discussion of Financial Statements (Jono, 10 minutes)

Jono pointed out there is not much new from the committee since the Board has already received the financial info that we have to date on the relevant Board google docs. He has been working with our new bookkeeper Amanda Black in the store. She is still cleaning up after past bookkeeping problems and is on the brink of making the change to QuickBooks.

Karen asked about the sales numbers for the last 2 weeks. Jono said that generally we will start to have monthly financial statements. Jono said that typical operating procedure is that GM works with the bookkeeper to track revenues and expenses, and brings monthly financial statements to Board meetings, in terms both of the balance sheet and the profit and loss statements. John will be informed that the Board expects him to attend Board meetings with a report (at least monthly) of the finances.

2. Personnel Committee Report on GM Search (Danielle, 5 minutes)

Danielle did talk with Martin and Paul regarding the present and past staff job descriptions for the store that were found in the archives, and Paul agreed that he wrote most of them. Paul says said that there are many positions that don't exist right now, and that in terms of the Employee handbook it would be good for the incoming GM to write the job descriptions for any staff he hires. In the interim Paul will personally send those former descriptions to John for his consideration.

In regard to whether each committee chair should contact John to update them on their committee work, Danielle suggests we let John choose whether and when he wants to hear from them, which Jono agreed to, on the principle of giving him more room to set his own schedule right now. Jono talked to Paul as well regarding the job descriptions and thinks we should have them as prepared as possible when he comes. Jono got Amanda to scan them and then Jono plans to convert them to Word doc so they could be used as templates if needed.

In terms of the Employee Handbook, Danielle adds that GM has authority to fire as well as hire staff. The Handbook is at present an unfinished document. Danielle will communicate to Paul about the most recent version.

3. Communications (Lori Lynn, 10 minutes)

Lori Lynn says nothing new to report, aside from regular Mail Chimp communications with members every week. In answer to a question, she mentioned that on December 23 there will be a drawing for the December Gift Basket winner and it will be immediately announced. There was some discussion of whether there could be a social media occasion when that happens.

4. Fundraising (Karen, 5 minutes)

Karen proposed merging the fundraising committee into the communications/member outreach committee. She is having fun with Instagram and FaceBook, and mentions that when and if John is ready to do any of this he can take it on. Karen wants to mention the Scone Queen promotion re the Sunday am scones. Also the Recipe of the Week is taking off. The campaign to get Super Shoppers out is working, people are doing more full shops. Everyone should invite friends to FB.

Danielle wants to know what the benefit of getting people to like the FB page. Karen says as your reach extends to more people that like your page, you will get more coverage in general for your business.

Ann complimented the strategy of gift certificates, gift baskets and Recipes of the Week and says they have really created buzz. Karen says we are getting new regular shoppers. One new customer posted a recipe that they created with Montague eggs.

5. Infrastructure (Lise)

Lise was not present at the meeting. See her written report at the end of these minutes.

C. New Business: Board-GM Working Together Policy (Ann 30 minutes)

1. There was a discussion of a Board seasonal gift to recognize the ongoing essential and wonderful work of Paul and Patty. Kari wondered whether everyone has been brainstorming ideas. Sam said we have a plan to get some Waterford whiskey glasses as a present for them plus a single malt Scotch whisky. There is a card under the register for Board to sign. Everyone who wishes can sign it.

Kari wondered if we can get others from community a way to express appreciation. Sam asked whether Kari would develop another card for community signatures. Kari suggested that people could email what they wanted. Ann suggested that it could go on

Mail Chimp, while Danielle liked the idea of a party in the spring for Paul's retirement. We need to think about the right timing. Maybe we could have it outside and in person, or if not we could make a video with personal comments that gathers community's thoughts. Sam loves idea of a tribute, perhaps an album of stories in tribute to Paul. Kari committed to developing this project further.

2. Discussion of GM-Board (Ann 20 minutes)

Ann suggested we discuss committee recommendations and suggested requirements for the GM in relation to the Board, starting from the GM Job Description posted in our Google docs. She said that we should distinguish specific **requirements** for the GM vs. suggested **recommendations** or offers to work together that are not requirements for him.

Regarding John, Sam stated John should **not** take responsibility for communication work since he has much on his plate doing operations. Jono said it is a helpful process for the Board to see how we think of the work of the GM and the Board. He thinks committees should identify the work that they are doing and their ideas for how they can coordinate any division of labor between themselves and the GM, as well as and how they want to communicate. We should have a Board discussion of these conclusions to try to help the GM prioritize what he does and what we do so as to keep the GM job from being too overwhelming. We need to remember that Board committees are typically oversight committees.

As an example of what policies committees could suggest, Jono reported on the ones he suggested for the Finance Committee and the GM: that the GM be expected to track the financial statements of store and work with the bookkeeper to track them so they could be available for the committee, and to present financial reports to the Board.

A specific question was raised as to whether fundraising is primarily a GM role or not, and it was thought that usually this is more a Board role, for example in the past capital projects like raising funds for a new roof were considered the Board responsibility. Mary Jo suggested that the Board should be responsible for strategic planning, but the GM should be in charge of the business plan. If we decided to incorporate planning into the GM role, then when the GM meets with specific committees, he can talk specifics. This also might occur for example, on an event that the Coop sponsors and the Board works together with the GM to implement.

Jono suggested that the GM could report monthly on staffing in Board reports. The Board might make recommendations, e.g with a specific staff issue. We can give guidance to GM but of course staffing is the GM's decision.

Jono agreed that the GM should do business planning but not until after he has been here for the first 6 months. Jono and Sam agreed he should not be expected to take over fundraising. Jono mentioned that the Employee Handbook has a grievance policy. When someone files a grievance, they must go to their supervisor. In the case that it is against the GM, a Board grievance committee gets assigned ad hoc. Jono mentions that staff could go to Personnel Committee if there is an issue with GM

Mary Jo said that if financial reports are important to the Board, we should tell the GM specifics that we want him to report on. We should ask him to tell us how he is doing in in the first 6 months in these areas, and he should be expected to make a 6 months comparative report. The question of marketing and communication and whether Board or GM should take that on all has to be coordinated.

Danielle had a question about whether GM should produce a written report or not for Board meetings. Mary Jo says her Board had a written GM report for every meeting. It is important that the GM get in the habit of spending time writing his report in first 6 months. Also if it is written then it is legally relevant, for example, if there were to be some employee situation that could lead to litigation, Another thing the Board needs to know about is payroll and how much is being spent on wages and consultants for on each department? The question of the pay scale is an important matter for the Board to know.

Jono agrees that the GM report should be in writing with bullet points. Sam asked if Mary Jo would create a template for a GM report, with categories such as staffing, finances, and infrastructure.

Decisions: It was agreed that next steps include that each committee chair contact the new GM and discuss their relevant work. Kari will work on a fitting tribute to Paul to take place later this spring. A GM Report template will be created.

There was a question about whether the existing committees will continue as they are presently. Sam pointed out that they have evolved over the last 6 months, and

Karen mentioned that they came about out of desperation in our turnaround situation, and originally there were only point people not chairs. We need to remember that it is the whole Board that works together. Sam said that it is really exciting to be creating this Board culture!

Meeting ended at 8.41 pm.

Respectively submitted

Ann Ferguson, Clerk

Addendum: Infrastructure Report submitted in writing by Lise Coppinger to the Board (She could not attend the meeting in person).

Infrastructure Report (Lise):

I met with the Eversource representative and also Jim Renaud from Arctic (our local heating contractor that services our HVAC system) to do a walkthrough of the building again. This time, Jim will offer his suggestions for the HVAC system and submit it to the Eversource contractor for approval. I am hoping to shave off a bunch of money from the previous proposal, as this is a local business, not one coming from CT with their crews.

We also discussed options for air-to-air-heat exchange (Probably an HRV with duct work), which will not be a part of the Eversource HVAC system, but a very important one, as the new system will not bring in any fresh air at all. This system will allow fresh air to enter the building and pre-heat or pre-cool the fresh air with the stale air exiting the building. (No more need for open windows, and it is very energy efficient, which means savings of money).

I also met with a local insulator, Tom Rossmassler from Energia, LLC, a worker owned co-op business, to do a walkthrough of the building so he can submit the work that needs to be done in the attic for insulation and air-sealing. Eversource should approve this at little or no cost to the Co-op.

Both the HVAC and Insulation proposals need to go through the review process by Eversource and be approved. This will take some weeks.

We need to finalize the specific stand-alone air purifiers that will be purchased to add to the “layered” approach of Covid19 protection at the store.

Jim from Arctic will be providing an estimate for the UV Probes to be installed in the existing HVAC system.