

**Littleton Consumer Cooperative Society**  
**Board of Directors**  
**Meeting Minutes: Regular Board Meeting, March 21, 2016**

**Meeting convened at the AHEAD Conference Room @ 3:06 pm.**

**Members Present:** Patricia O'Brien, Mark Hollenbach, Marcie Hornick, Chad Proulx,  
Luther Kinney, Marni Hoyle, Tim Wennrich and Charise Baker

**Staff Present:** Ed King, Chris Whiton, Rodney Mitton and Kristina Zontini

**Guests Present:** Steve Austin, Sophie Pitt and Garth Allen from Gallagher Flynn

**Agenda Items**

**1. Housekeeping & Governance:**

- a. Chad motioned and Charise seconded to accept the February 2016 minutes as presented. The February minutes were accepted with a unanimous vote.
- b. Chad presented the slate of candidates for the election to be held at the Annual Meeting. Luther motioned and Mark seconded to accept the slate of candidates as presented. This motion passed with a unanimous vote.

**2. General Manager's Report:**

- a. February sales were \$6700 above budget. Net income was below budget for the month but over budget by \$7k year to date. Cash is in good shape at \$637k due to member loans
- b. Kristina Zontini is the new Media Marketing Manager. Katelyn has accepted a position at the Omni Mount Washington.
- c. Ed Friihauf from Real Property Appraisals has been hired to do an as built appraisal as part of the NMTC application. He will be able to finish his appraisal after the construction company for the project is selected.
- d. Three companies are continuing to bid on the construction. Final bids are expected by the end of the week. Ed will email the results along with a request to meet to finalize the selection in the next 10 days or so.
- e. The Coop has not been renewed by the current insurance company due to several slip and falls and the lightening strike. Other options are currently being explored.
- f. The Co-op Café' meeting held on March 12<sup>th</sup> focused on strategic thinking. Ed recommends that strategic thinking would be a great topic for the annual board retreat. It appears that early August is the best time to hold this retreat. Kristina is to send out a poll for Board members to respond to with dates they are available.
- g. NCG requires a customer survey every two years. It is felt that this summer would be a good time to do a customer survey. It will be used to establish a baseline on customer satisfaction prior to the expansion.
- h. The NMTC credit process will take approximately three months.
- i. Ed reported on Section B-4 of the Governance Limitations Policy concerning Membership Rights and Responsibilities. Ed will update current Membership Applications to clarify the risks of equity and that equity refunds are subject to Board approval. This minor change brings Ed into compliance with this section of the policy.

**3. Board Issues:**

- a. Ed provided an example of an email voting policy. Luther and Marcie will work together to customize this policy to our board needs. This updated policy will be presented to the board at a future meeting.

- b. Trish updated the Board about the NFCA meeting she attended on March 5<sup>th</sup>. The guest speaker was great. Trish stated that it was good to see so many start-up Coops present, since NFCA is instrumental in helping new Coops start. The Coop is still a member of NFCA even though Ed is no longer on their board.
- c. The By-Law committee provided the final copy of the only change this year. This change involves a \$4.00 minimum on patronage rebates. Charise motioned and Luther seconded to accept the by-law change as presented. This motion passed with a unanimous vote. The next By-Law committee meeting date will be set after the annual meeting. The goal is to continue work on the rewording of the differences in membership.
- d. Gallagher Flynn began the meeting with their annual report. They reported that the overall health of the Coop was good. The audit went well and there were minimum adjustments. They stated that all internal statements are good, that Minnie is proactive with any issues and that auditing the Coop was 'boring' and that boring was good.
- e. Ed provided the board with a member loan update. The first round of loans brought in \$374k. Round two had \$67 in commitments with a May 1<sup>st</sup> deadline. There is an additional need of \$75k to meet the target figure. Ed will send out an email with a spread sheet about prospective member lenders.
- f. The Board will need to establish a sub-committee to manage the NMTC account. Craig Miskovich is the lawyer assigned to the account.
- g. The Board reviewed section C-2 of the Governance Policy as part of the BOD annual calendar.
- h. Charise will work on assembling a greeting package for any future new board members. This packet will include CBLD 101, the Governance Policy, a BOD annual calendar, a contact list of current board members and a welcome letter from Trish.
- i. The board is tasked with reading pages 11-14 of the CBLD 101 reviewing the Rochdale Cooperative history. This is the April Board Education piece of the BOD calendar.
- j. The Appraisal Committee consisting of Trish, Marcie and Charise will meet after annual meeting. Other board members were invited to join this committee.

#### 4. Upcoming Dates:

- a. The Annual Meeting is scheduled for April 27<sup>th</sup>. It is being held at the Colonial Theater. There will be a cash bar beginning at 5:00 pm. There will be a press release and more PR promoting the event this year.
- b. All board members who will present at the annual meeting are to meet with Ed on April 25<sup>th</sup> to finalize the meeting. This meeting will be held at the Coop office and begin at 5:00 pm.
- c. Future dates include:
  - 1. CCMA in Amherst, MA is June 9-11. Ed will be presenting at this event.

Marcie motioned and Tim seconded to adjourn the meeting at 6:04 pm. This passed unanimously.

**The next scheduled meeting is April 18<sup>th</sup> at the AHEAD conference room to begin at 4:00 pm.**

Respectfully submitted by:  
Charise Baker, Secretary