

Littleton Consumer Cooperative Society
Board of Directors
Meeting Minutes: Regular Board Meeting
February 25, 2019

Meeting convened at the Co-op break room @ 05:05 pm.

Members Present: Marcie Hornick, Wayne Ruggles, Charlie Wolcott, Angela McShane, Laura Walls, and Alyssa Sherburn.

Staff Present: Ed King, Chris Whiton, Becky Colpitts, Annie Stuart, and Charise Baker.

Agenda Items:

1. Housekeeping & Governance:

- a. Laura motioned, Charlie seconded and the board voted unanimously to accept the January minutes with the following amendment: Remove Luther Kinney from the list of members present.
- b. Marcie motioned, Wayne seconded and the board voted unanimously to accept Ed's compliance with section B1 Financial Condition and Activities of the Governance Policy.
- c. Laura motioned, Marcie seconded and the board voted unanimously to update the Mascoma Bank Resolution forms as requested by Minnie.
- d. Ed updated the board on Rodney's condition. Rodney is making great progress at the rehab center in Cambridge, MA. The goal is for him to come home around April 10th.
- e. The 401(k) review has been rescheduled for the March meeting.

2. General Manager's Report:

- a. January sales were 17.2% over last year. the weather and the how the holiday calendar fell helped with the increase.
- b. Customer count was up 2600 over last year.
- c. February increases are more in line with the budget. Last year Shaw's experienced sewer issues that resulted in February 2018 showing stronger increases.
- d. The Customer Experience Survey is scheduled to start April 1st. This survey is conducted via the register and will be a year long program. Feedback will be constant and will be a tool for positive feedback. IT is working with NCG over the next four weeks to finalize the details. Cashiers will be trained over the next month as they will be the face of the program. The survey is filled out online and will be mostly standard questions. These questions allow us to compare to other co-ops. The survey will be available to both members and nonmembers. Ed will add a powerpoint presentation to the Board drive.
- e. March 4th at 4:00 is the first planning date for the Annual meeting and 10th Anniversary. The anniversary event is planned to be a big deal and will cover three days.
- f. The NFCA Annual meeting is scheduled for March 23rd. It is a full day event that is geared toward board members. Interested board members are encouraged to sign up.
- g. Gallagher Flynn will be conducting their annual audit the week of March 25th. They will report to the board at the April 22nd meeting. That meeting will begin at 3:00 pm.
- h. The CCMA meets this year in Durham, NC on June 6-8th. Sign up has opened with early bird registration until April 5th. This annual event is geared towards Co-op boards. The new co-op in Raleigh is supposed to be spectacular.
- i. The GM Job Description is posted to the Board drive for board member review. It is based on the CDS template and a couple of other like sized co-ops. Please address Ed with any comments or concerns.
- j. Market Match continues to be a strong program, growing to be \$2-3k in monthly benefits for SNAP users.
- k. Minnie and Ed met with Hickok and Boardman, the Co-op's insurance company to review current coverage. Policy updates include Cyber and Computer Fraud coverage and to increase coverage for building cost replacements. These changes will not show a drastic increase in costs.
- l. Wayne joined Ed in the monthly phone call with Michael Healy. Wayne stated that he felt it was time well spent. The next call is scheduled for Monday March 18th at 10:00 am.
- m. Capital expenditures planned for 2019 include roof maintenance and glass tinting replacement. Other possible items include new scales and IT upgrades. The ADA ramp from Cottage street to the Co-op has been postponed until 2020. Planned 2020 upgrades include new seafood and meat service cases, salad bar, and self service hot bars.

- n. The Hanover Co-op is creating an Education 501C3 and is wondering if any other Co-ops would be interested in joining. The Board decided to table this idea at this time.
- o. Ed discussed the possibilities of Patronage Rebates with the auditors. Paying a patronage rebate is more complicated due to the NMTC. Ed recommended that the board wait until after getting the audit results to vote on patronage rebates. Ed's guidance is a 1% rebate for FY 2018. A net income flow chart was distributed and reviewed. There is also a need to have the question of how long deferred patronage can be retained and Ed suggested that the board discuss this situation with the auditors.
- p. Ed suggested it was time to begin thinking of a date for the annual retreat as Michael Healy's schedule fills up quickly. It was stated that it would be best to wait until after the annual meeting and election before deciding on a date.
- q. Ed refreshed the board on the dates of the Member Loan payments. The plan is to make payments in January, May and June over the course of the next four years.

3. Board Issues:

- a. Wayne presented the board with a Policy Governance quick guide that he found on the CDS website. Wayne stated he thought it would be a great learning tool for new board members. This form will be added to the board drive and become part of new board member orientation packages.
- b. Marcie informed the board about a possible grievance policy review in regards to Ed. The board decision was that all grievances would be resolved in house and would only come to the board in the event of extreme or illegal activities.
- c. The board reviewed C1-Governing Style of the governance policy.
- d. The Nomination Committee updated the board on their progress. Three spots are available. There are currently 4 applications on file. Three are from employees and one is from outside the Co-op. There was discussion on who might be interested in being an interim board member, filling Tom's spot. All applications must be ready for approval at the March meeting. If delayed into April, timing becomes an issue for the May 8th meeting. Marketing will add the March deadline to all promotions and place an A-frame sign near the service desk.
- e. The board education piece centered around the budget process. Ed presented the board with a handout describing the process. Discussion included how the effects of competition were factored in, the margins of various departments and who was involved with the process.
- f. The Appraisal committee was reminded of their May deadline.

4. Other Topics:

- a. Future dates are:
 1. Annual meeting and anniversary celebration planning meeting 3/4/19 at 4:00 pm
 2. 401(k) presentation 3/18 at 4:30 pm
 3. NFCA Annual Meeting 3/23/19
 4. Auditor presentation 4/22/19 at 3:00 pm.
 5. Annual Meeting/ Member Meeting 5/8
 6. Tenth Anniversary celebration May 10/11/12

Alyssa motioned, Charlie seconded and the board voted unanimously to adjourn the meeting at 6:45 pm
The next scheduled meeting is March 18th in the Co-op break room to begin at 5:00 pm.

Respectfully submitted by:
 Charise Baker