

**Littleton Consumer Cooperative Society  
Board of Directors  
Meeting Minutes: Regular Board Meeting  
December 2, 2019**

**Meeting convened at the Co-op Breakroom @ 05:00 pm.**

**Members Present:** Wayne Ruggles, Luther Kinney, Angela McShane, Marcie Hornick, Dani Shaw, Deb Sullivan and Alyssa Sherburn.

**Members Absent:** Stephanie Bournival

**Staff Present:** Ed King, Chris Whiton, Minnie Cushing, Becky Colpitts, Melissa Bridges, Minnie Cushing and Charise Baker.

**Agenda Items:**

**1. Housekeeping & Governance:**

- a. Marcie motioned, Deb seconded and the board voted unanimously to accept Ed's compliance with section B5 and B6 of the Governance Policy
- b. Alyssa motioned, Angela seconded and the board voted unanimously to accept the October minutes as presented.
- c. There was a request for a large share redemption. Marcie motioned, Dani seconded and the board voted unanimously to approve the redemption. It was suggested that a vote be conducted that would cover all share redemptions for the year during the January meeting.
- d. The board requested that all minutes reflect absent members along with members present.

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

- a. Sales growth remains above 6% over last year. Sales increases are \$250k over budget year to date.
- b. Net income is \$104k year to date which is \$6,600 below budget. Extra October payments to Waste Management, Workmans Comp. and plowing contribute to the variance.
- c. Cash was at \$909k which is \$80k above budget.
- d. Dave Brewer will begin building a roof over the compactor to make pick up easier.
- e. Chargepoint is still waiting on the State's decision on the RFP. An update is expected this Wednesday.
- f. There was an HR assessment visit last month to review our processes and record keeping. Results seem positive but we are waiting for the final report.
- g. The Cooking with Chad videos are going well. Have you checked out the first episode?
- h. The new edition of the Radish is out. Read the great article by Marcie.
- i. NCG is exploring the possibility of operating Co-ops.
- j. A handout of a recent CX Survey was distributed and reviewed with the board. Discussion included how we measure against ourselves and other Co-ops. Plans are being developed to reward employees who are recognized via the survey.
- k. Board members were reminded to check the Project folder on the drive frequently for any updates.
- l. Project Updates:
  1. Don Moffit from Columinate has been hired to do a detailed 5 year Pro Forma and Sources and Uses for the project. The pro forma will have individual and consolidated figures. A draft is expected on December 20th. Hiring Columinate provides an independent voice for the project numbers.
  2. It is time to begin thinking of member loans. Previous boards have been a big part of this process. Goals, terms and interest rates need to be decided. Ed's viewpoint is \$400k in loans, 3 year deferral with a 4 year payback and zero to 4% interest rates to be decided by the lender. The minimum member loan amount is \$1000.
  3. The Letter of Intent from DRM arrived too late for the meeting and will be distributed once Ed has a chance to review.
  4. If the project moves forward, an informational meeting should be scheduled. This meeting will be co-hosted with the town of Franconia and held at their town hall.

5. A handout of the rough timeline of the project was distributed.
6. A brief board meeting to discuss the Project, review pro forma and Letter of Intent is scheduled for Thursday December 19th at 5:00 to be held in the Co-op break room.

### **3. Board Issues:**

- a. The Board reviewed section D3 and D4 of the Governance Policy.
- b. The board discussed member discounts and reviewed several other options to the current program. It was suggested that the Lebanon/Hanover discount be reviewed. It was also suggested that members could have a floating discount day.
- c. The 2020 Nomination Committee was formed. Deb will chair with Alyssa and Luther. Deb will reach out via email to establish a meeting date. Marketing asked to be included in this email chain. Marcie and Alyssa are up for re-election along with filling the vacant seat. The slate of candidates for the 2020 election needs to be ready for board approval at the March 2020 meeting.
- d. Stephanie asked for and received a leave of absence. She plans to rejoin the board at the January meeting. As a result of being on leave, Stephanie cannot vote on board decisions. It was noted that the by-laws do not address these kinds of requests.
- e. Wayne distributed a handout titled: Roles & Responsibilities in Expansion and Relocation Projects. This article covers the roles of the board, managers and staff. This article is also located on the board drive.
- f. The old business of retained patronage was discussed. Ed informed the board that it is not legally required to pay back retained patronage and that most Co-ops hold onto those funds for perpetuity. Ed stated that these funds are considered a member investment. It was decided that at any time there is retained patronage in the future that the message to members needs to be very clear.
- g. Online voting guidelines were reviewed.
- h. Marcie will review the By-laws to ensure that there aren't any needed revisions. It was requested that she look at the fiscal year information and to review any attendance information. Marcie will report her findings at the January meeting.
- i. Angela had the education piece for this meeting. She shared recipes for homemade cleaning products that eliminate plastic waste. Becky suggested that she and Alyssa should consider conducting a class around Earth Day.
- j. Deb has the educational piece for the January meeting.

### **4. Other Topics:**

- a. Melissa told the board about the recent visit to Rodney. He is now in a home near the Tilton outlets. He enjoys getting visitors and mail. His address will be distributed to the board.
- b. Becky reviewed the Marketing Department's timeline for the 2020 Board election. Candidate Nomination information and forms are available on the drive.
- c. Future dates are:
  1. Co-op Christmas Party Sunday December 8th at the VFW.
  2. Holiday Fest is Saturday December 14th.
  3. Project Meeting December 19th at 5:00 pm in the Co-op break room

Deb motioned, Angela seconded and the board voted unanimously to adjourn the meeting at 6:20 pm  
**The next scheduled meeting is January 20th at the Coop breakroom to begin at 5:00 pm.**

Respectfully submitted by:  
Charise Baker