



CONCORD FOOD COOPERATIVE

BOARD OF DIRECTORS

BOARD MEETING MINUTES

Tuesday, December 13, 2011, 6:00 PM, Co-op Offices, Concord, NH

Nancy Girard, President, called the meeting of the Concord Food Cooperative Board of Directors to order at 6:00 PM. A quorum was present.

Attending: Nancy Girard, John Warner, Steve Hengen, Krista Helmboldt, Patti Dann, Marie Colbath, Finis Williams, Anne Renner. **Staff:** Paula Harris (General Manager), Peter Deleault (Finance Manager), Joshua Bourassa (Customer Service Manager), Bev LaPage (Human Resources Manager)

GROUND RULES AND AGENDA REVIEW

November 11th, 2011 MINUTES APPROVAL

- **BOARD VOTE: Accept the November 16th, 2011 minutes as amended.**
(Motion by Finis Williams, seconded by Steve Hengen; approved unanimously).

EXECUTIVE LIMITATIONS FOR STORE RENOVATION

Nancy Girard suggested that the Board review, and then rewrite or revise the current policy regarding expansion. Ann Renner noted that a relevant and functioning policy will help staff with the structure and authorization for such a large project, and that guidance by the Board is necessary. Ann also recommended that a Committee be established to present a draft policy to the Board at the January Board meeting. Steve Hengen and Ann Renner will create the draft. Peter DeLeault and Paula Harris will review the draft and give suggestions on the policy (what should or should not be included). Peter DeLeault noted that the scope of the project has been completed and that staff are working on equipment costs and have managed to acquire some used equipment to date for a fraction of their estimated value, thus saving the Co-op significant money. He stressed that staff are trying to keep the project within the approved 1.5 million. John Warner said that the project is not estimated to exceed 1.5 million, and any anticipated overage would be presented to the Board. The contract is for a \$1.318 million projected project cost, including general contractor fees and a \$100,000 contingency fee, but not equipment costs. The General Manager is to be commended by the Board on how the project is proceeding under the construction circumstances.

FINANCE COMMITTEE

Peter DeLeault distributed a report on the current state of Cooperative Loans. 98 Members have been contacted to date to contribute, and so far \$51,000 in member loans has been raised. John Warner mentioned that this time of year can be problematic for contacting members, and a number of messages have been left by the Committee. Marie Colbath suggested looking at more creative ways to raise the funds. Peter DeLeault felt comfortable with where the project was coming in cost-wise for the moment, including the General Contractor fee, and mentioned that the elevator was a big expense. By March or April the Board will know the final cost of the project, including equipment. Nancy Girard read the member loan ballot language for the board members to clarify the intent of the vote.

GENERAL MANAGER'S REPORT

Paula Harris remarked that November had the Co-op's best day ever! Overall a good month in November with 600 turkeys sold. Sales have also been good at Kearsarge, but sales will be decreasing during the winter months.

BOARD POLICY GOVERNANCE

This evening the Board reviewed policies D1 and D2.

Ann Renner suggested a new procedure where the Board reports on the Policies in a similar process to the General Manager's.

Some suggestions for the process were:

- Appoint a sub-committee to meet before the Board meetings and present a report at the meetings
- Have a Board member responsible for each policy and report out at Board meetings on their interpretation.
- E-mail concerns over the policy up for discussion to the Board President prior to the meetings and then have enough of a time slot on the agenda to fully discuss any concerns that each policy may raise.

Ann Renner stressed the need for the Board to review each policy as required. Nancy Girard also made mention of the need for each Board member to review all materials prior to each meeting, including reading of the Board Policy to be discussed. Board members need to understand the policies as written, including:

1. The key points of the policy
2. How relevant is this policy now?
3. Voice any concerns over the policy
4. Look at if the policy was followed for that fiscal year
5. Look at if any changes are needed
6. Capture the policy summary in the minutes
7. Evaluate how the Board did in an Ends Annual Review

NEWSLETTER

Each newsletter article is due in two months prior, the first of the month. Marie Colbath asked that a calendar for newsletter deadlines be distributed to the Board.

- **BOARD VOTE: Develop a calendar for Board newsletter articles and authors in advance each fiscal year.**

(Motion by Finis Williams, seconded by Ann Renner; approved unanimously).

March 2012	Finis Williams
April 2012	John Warner
May 2012	Patti Dann
June 2012	Marie Colbath
July 2012	Derek Owen
August 2012	Nancy Girard
September 2012	Ann Renner
October 2012	Krista Helmboldt
November 2012	Steve Hengen
December 2012	Nancy Girard

OTHER BUSINESS

Annual Meeting: Paula Harris announced that the Annual Meeting has been set for October 28th, 2012.

EXECUTIVE SESSION

- **BOARD VOTE: The Board Votes to enter Executive Session at 8:30pm to discuss annual review.**
- *(Motion by John Warner, seconded by Finis Williams; approved unanimously)*

ADJOURNMENT

The meeting adjourned at 9:55pm. The next meeting is scheduled for Wednesday, January 18th, 2012.