

October 5, 2016

318 S. Atherton St., State College

Present: Michele Marchetti, Jenn Landry (Staff), Jim Eisenstein, Catie Rasmussen, Michael Pipe, Chris Rand, Anna Grieco, Grace Emmerling

Guests: Neal Carlin, Roy Sletson, Rachel Hudish

Absent: Sarah Carlson, Stacey Budd (staff), Deb Simpson

Scribe: Chris Rand

7:07 Michele called meeting to order. Michele asked everyone present to introduce themselves. Roy Sletson helped organize Tuscarora Organic Growers Cooperative ("TOG") in 1990s, has retail food, coop experience. Roy is a friend of former Friends & Farmers ("F&F") treasurer Daryl Sinn. Neal Carlin earned masters in Agroecology. When he heard mission and our work he decided to run, and is excited to foster sense of community in greater State College area.

Note: Sarah approved August minutes at last meeting. There had been some question as to who had approved them.

Michele motioned to approve September minutes, Catie seconds, motion passed unanimously. Michele said we offered Raylene bookkeeper position, but she did not like the pay rate, so we want to offer \$16 instead of \$15. We need to vote on \$16. Michele moves to approve \$16, Jim seconds.
Motion passed unanimously.

Anna requests some direction soon as to her supervisory role for Raylene. Michele replies to please approve Raylene's hours, be her liaison when she has questions, etc. Michele to follow up outside of meeting with more details.

Annual Meeting: Confirming membership meeting for Saturday, November 5th 4:00-6:30 at Friends School. Lori Pacchioli, our primary contact at the Friends School, is going to promote the event. Stacey is promoting meeting, Michele is reaching out to community calendars. We need all hands on deck, show of hands indicates most board members can and will attend.

7:29 Rachel Hudish joined. Background in project management, video/multimedia design, and more.

At annual meeting, Board candidates to speak for about two minutes, will be prompted with specific questions. Deadline for declaring candidacy? Online voting desirable to open one week before meeting (around Oct. 30). One week before that to announce candidacy (around Oct 23). We will ask Becky Clawson to be secretary for annual meeting.

Annual Meeting Workflow Tasks:

123 contact form for voting online: Catie

Creating Facebook Event: Catie

Michele will talk about history & accomplishments. Grace will talk about future. Everyone will then breakout into small discussion groups. We need people to staff small groups after presentation. Who will volunteer?

Committees and Membership Meeting:

Communications & Events: Mike

Site Selection: Sara

Outreach: Catie

Online Market: Jenn and Jim

Finance/Fundraising: Anna and Chris

Governance & Exec Committee: Grace

Sign-In Table: New candidates?

Reporters: Diana, Elizabeth, WPSU Intern, PSU College of Communications

Jim mentioned efficacy of calling members, particularly newer ones. Callers are welcomed warmly when mentioning name F&F. Volunteering before meeting is important. Stacey has a script and can help get people comfortable with what to do, so please volunteer to make calls.

Grace wants to see committees more active in 2017. According to bylaws, committees must be chaired by board members. Chris is okay with chairing Finance/Fundraising committee with focus alternating between topics month-by-month or as business needs dictate. Catie is okay with continuing to serve on a committee, wants to stay involved, but needs time to decide exactly how best to serve the organization. Catie wants to keep Stacey's burden reasonable. Jim plans to remain active and recruit for Wholesale Online Market ("WOLM"), and will be on Online Market ("OLM") committee. Jenn is taking over the Eating Local workshops and thus will take part in the outreach committee. Michele asks board candidates to think about on which committees they wish to serve. Grace: Local Food Promotion Program ("LFPP") grant has the Eating Local courses, Jenn is directing event. Chris asked Rachel to consider being a roaming facilitator of groups. Candidates can meet with existing board members to discuss how to participate in meeting.

Project Manager ("PM") job description. Grace and Michele like the example job description that Stacey circulated. Michele acknowledged Jim's concerns and that they have not been fully allayed. Jim: I have been to about 43-44, a lot of meetings, am concerned about the PM position and the responsibilities. Jim says we have a moral and legal obligation to meet the LFPP grant objectives. This is an opportunity to do it. We have lots of ways to increase OLM reach. Mt Nittany Health and Geisinger, Ground to Greens has dorm package for students (carrots, cookies, etc). Jim thinks we can grow online market by a large factor. Jim wants to see PM spends sufficient time implementing the ideas, rather than spending much time running OLM. Most good ideas we had were never implemented. SNAP, Bellefonte hub, student involvement didn't happen, we could make tremendous impact. We can impact community and make money, we can get beyond breakeven. We are obligated to try, I want to make sure PM has time available. We should ask candidates to read the grant narrative to see its requirements so they will know what we want when they interview with us.

Michele thinks PM will find efficiencies, volunteers and other good resources for us. Jim: we have an obligation to grow market, if it doesn't happen we will need more help. Jim thinks annual growth is

15% year over year. We will match 2015 sales at some point in October 2016. Jenn: PM will largely be a volunteer coordinator. PMs are not as much people doing the work as they are ensuring the work is done by the team. Grace: We were recommended to use PM job title, person needs to help us get over hurdle of only having OLM so we can have a brick and mortar store. In our situation the PM will manage people, maybe a 75-25% time split to figure out how things will work, to work closely with board. The PM will have a brick and mortar store as their central focus. The subtle difference is a GM will have a different set of responsibilities once the store is built, PM skill sets are different. PM works on member program, WOLM, Proforma, business plan, etc. Grace: we are in relatively unique position of having OLM, most co-ops do not. PM challenge is making sure OLM helps feed into our overall goal of a brick and mortar store. Food Cooperative Initiative ("FCI") has defined PM as a recognizable term in the industry.

Roy helped with this type of transition at TOG. Grace: Stacey shared a great job description. Grace can improve existing job description if we enable her to do so. Jim and Chris think we should just enable Grace to get this done. Jenn: PM is still going to be responsible to run the market. Chris believes PM will need three months to stabilize operations and find an equilibrium. Jenn: then the PM will increasingly coordinate volunteers and other people handling work flow. Grace: this person will still be with us when we have a brick and mortar store. Anna: it would be nice to have 3-4 sentence summary of what we are seeking for postings online to avoid having to list the entire description. Anna: thus far there is not a budget for 2017 only this year. Cost of employee at \$15/hour is total outlay of \$21,000 of F&F member equity and \$8,775 from grant. It is generally agreed that \$21,000 is a lot of member equity. Jim thinks we can grow it and make it fully self-supporting at \$4,800 or more per week in sales. Grace wonders how the board is prepared to fund the activities required to progress towards a B&M store. Grace says we need to agree whether we are prepared to sustain the financial pressure once the grant ends. Rachel suggests a contract position, Chris and Grace note job description is currently written that way. Anna points out we have lost \$13,000 YTD at 32 hours per week. We need to pick our path: do we 1) risk it all, 2) risk some, or 3) cash out before things get too bad if we think a brick and mortar store won't work. Anna and Roy agree we are asking for a lot. Grace thinks it is more in relation to what we have right now... we need a Stacey for the business side of F&F. Grace: can we double down on our investment and have it pay off? Michele wants to get more people involved in fundraising, to take pressure off Chris who is also doing numerous other things. Chris reiterates his long-term goal to increase the number of people on the board so we can get more work done. Roy thinks fundraising should be the number one agenda item at next board meeting.

Jim moves to authorize Grace to complete PM Job Description and move it ahead. Michele seconds. **Vote passes 6-1 with Mike dissenting for financial concerns.** On October 19 we will have fundraising meeting 7 PM. Chris encouraged people to read fundraising report and think as if they are investor and try to figure out answers to investors who are hesitant to invest for specific concerns. Michele: we need a business plan, financial documents we don't have, which we will need when we go to the banks for loans.

Michele: Melanie and Jessie are stepping down this month. Can we offer Becky Clawson interim market manager position in the interim? Chris related she expressed interest in a two-way vetting process. Grace: she could be a good intermediary and trainer of the new person. Jim: it's good fortune for us. Mike: would there be overlap? Michele sees some overlap. Grace: time is ticking and

we need someone in place as soon as possible. Catie: Becky was packing orders this week. Michele: the sooner we get on this the better. Chris is concerned about appearance of impropriety. Michele says it is a short term emergency fix to keep OLM open. Grace wants to be connected with Becky ASAP and make this happen quickly. Grace wants a hiring committee: Jim and Chris are interested in participating. Grace will initiate this process along with Michele. Grace moves to approve hiring of interim market manager ASAP with hiring committee of Jim, Chris, Grace and Michele. *Mike Seconds, vote passed unanimously.*

Michele asked Jenn about hours submitted for match in LFPP grant. Jenn will be emailing people to request information on their hours. Volunteers and others giving time to help market operations can count against our match requirement. Jenn emails people quarterly to compile our total contribution. Michele: Diana contributes extra hours every month. Jenn: Melanie tracks OLM volunteers time, where most of our hours come from.

Michele feels strongly we need Grace as President of Board ASAP. Jacqueline of FCI we are high-performing board, and says other coops are watching what we are doing. Jim: have we thought about voting in new president before newly elected board members are seated? Grace said she had not thought about the issues of electing a new president before new board is seated. Rachel asked if this officer's title is President or Board Chair. Mike said bylaws say President, Grace said website says the same. Catie: this is the first time we stipulated the VP would become President for continuity's sake. Roy asked Michele if her three year term is up (yes it is). Roy asked who elects president, Michele said the board does. Roy thinks the new board should have a say in the matter, this is how it should be done. Neal thinks Jim made a great point about the current board making decision for the next board. Neal says it would be best to do it once new board is in place. We can introduce Grace at annual meeting as VP, and person leading the charge. Michele agrees we don't need to do it now.

Michele: we will be electing a new Executive Committee, so think about President, VP, Treasurer, and Secretary (we don't have one now). Michele hopes that at future meetings we can vote on these reports as a package. Chris explained consent agenda concept and that we are moving towards this approach with a package of reports circulated a week in advance of the meeting, with the goal of expediting routine approvals/votes and freeing up more meeting time for substantive discussions.

Michele: Jim asked for next board meeting to be scheduled for November 9th after the annual membership meeting, so new and old board can convene together. Meeting on November 2nd would be chance to walk people through board candidacy and answer questions, and also to review the procedures and plan for the annual meeting. Meetings are scheduled as requested.

Meeting adjourned at 9:03 PM October 5, 2016

The October meeting minutes were unanimously approved via e-mail vote sent on Dec. 2, 2016. Grace Emmerling motioned to approve the minutes; Michael Pipe seconded.