

MINUTES OF OLD CREAMERY COOPERATIVE
MEETING OF THE BOARD OF DIRECTORS
Via Teleconference, 6:30pm - 7:45, Tuesday May 17, 2022

AGENDA

Present: Ilse, Seva, Sadie, Lloyd, Amy, Jesse, Paul, Marty

Absent : Katie, Steve

6:30 [Minutes](#) of previous meeting approved.

6:35 GM Update and Monitoring Report:

As of April we are below budget but 10K better than last year. We have gotten confirmation from SBA that we are not getting 200K loan we had been trying to get since the fall. The budget as written can absorb member owner loans that are coming due, however this would impair our cash position if additional funds weren't raised.. We will be looking for forgiveness or delay of payment. We will be working on the capital campaign. Ilse commented on how well the store is doing and the positive attitude of the staff. Jesse confirms this. There was discussion of the concepts of "gross profit" and "net operating expenses." The Board used the decision tree to confirm GM compliance.

[R4 - Financial Condition](#)

6:45 Finance Committee Report -- provided by Paul

Good news -- in terms of trends we are where we want to be in terms of getting net operating expenses to the breaking even point. Not getting the SBA loan is disappointing, because of debt service over the next three years with MOLO repayments coming due. There are some large loans that are not likely to be forgiven. We have 65 - 70K in MOLO's due this year and we have about that amount in cash. Operations are doing very well what they are supposed to be doing, but other pieces of the financial picture need to be addressed. We will be looking into additional grants with Hilltown CDC and Franklin County CDC. There may also be other loans available. We must be careful with loans that we are realistic about our capacity to pay them back in the term that is designated.

Board Monitoring Report: G5 – Directors' Code of Conduct (below)

The document below was reviewed. All in attendance had reviewed the details of G5. There was discussion of the importance of keeping to the regular scheduling of Board meetings, and there is agreement on the third Tuesday of the month at 6:30PM - 7:45PM.

7:05 Election of Officers

There was discussion and general agreement that if any officer anticipates changes in his or her role, that it is helpful if he or she discusses this at a Board meeting whenever possible. The Board then proceeded to the election of officers.

Steve -- nominated and approved as new Chair of the Board,

Sadie -- nominated and approved for continuing as Vice Chair.

Marty -- nominated and approved for continuing as Secretary.

There was discussion of the need for additional members for the Finance Committee, particularly with Steve moving to being Chair. Paul will be doing some traveling this coming year. This may affect his availability for certain Finance Committee meetings.

Paul -- nominated and approved to continue as Treasurer at present.

7:45 Exec Session -- No conflicts of interest regarding Jesse or Amy. Welcome to Amy for joining the Board. There was discussion of possible retreat to discuss non-financial goals/ends of the Creamery -- "planet and people". Seva will do a doodle poll for this event, when we are ready to schedule the retreat. Board members are encouraged to think about the idea of this retreat and discuss it further at the next executive session. It is possible the retreat would be in July.

POLICY CATEGORY: Governance Process

POLICY TITLE: G5 – Directors’ Code of Conduct

The board commits itself and its directors to ethical, lawful and businesslike conduct, including proper use of authority and appropriate decorum when acting as directors.

Accordingly:

G5.1 Directors shall:

G5.1.1 Show unconflicted loyalty to the interests of the membership as a whole, superseding other conflicting loyalties;

G5.1.2 Be aware of and comply with the Co-op’s bylaws;

G5.1.3 Be aware of and comply with the Co-op’s policies, including its conflict of interest policy;

G5.1.4 Perform board duties in good faith and with such care as an ordinarily prudent person in a like position would use under similar circumstances;

G5.1.5 Deal with Co-op matters with complete honesty and personal integrity;

G5.1.6 Be open and impartial in considering all issues and matters;

G5.1.7 Research issues and seek additional expertise where needed; and

G5.1.8 Prepare for and attend all board meetings and notify the board president when an absence is unavoidable.

G5.2. Directors do not have, and will not attempt to exercise, individual authority over the Co-op, its general manager or staff, except as explicitly set forth in board policies or the bylaws or authorized by the board.

G5.2.1 In interactions with the public, press, member-owners, or other entities, directors have no authority to speak for the board except to repeat explicitly stated board decisions.

G5.2.2 Directors shall give no consequence or voice to individual judgments of the performance of the general manager or staff.

G5.3 Directors shall respect the need for confidentiality regarding issues of a sensitive nature, and must continue to honor this confidentiality after leaving the board. All personnel, real estate, marketing, legal, strategic planning, and financial matters shall be considered sensitive issues subject to directors’ good faith and discretion unless or until otherwise specifically determined by the board.

G5.4 At all times directors shall recognize that they project an image as a representative of the Co-op and shall conduct themselves in a professional manner that fosters confidence and reflects positively on the Co-op, its member-owners, and its staff.

G5.5 Every director shall support the legitimacy and authority of the board’s decisions, in private and in public, regardless of the director’s personal position on the issue.

The board shall monitor its compliance with this policy annually through board self-evaluation.