

# All Things Local Working Group Draft Minutes

Amethyst Farm  
September 6, 2012

**Attending:** John White, Bernard Brennan, Robin Luberoff, Tina Clarke, Emily Stephens, and John Gerber (recording).

- A. The meeting began at 7:15pm with an introduction by Apple Ahearn who has extensive experience in cooperative management. According to her description on the Field to Table web page...

Elizabeth (Apple) Ahearn has over thirty years of experience in agriculture, retail and wholesale food industries. As a former manager of three successful retail food cooperatives she brings significant experience in cooperative marketing; retail marketing; cooperative management; and business development. Ms. Ahearn is a founding member of the Cooperative Grocers Association of the Northeast and worked to establish a sister organization in the Southwest. She has managed both retail and wholesale marketing for a 60-acre organic farm, and was on the board of the Massachusetts Farmstand Association. She served as President of the Downtown Business Association in Greenfield, MA and has worked on a variety of community development projects.

Apple served as Executive Director of the Cooperative Development Institute where she oversaw all of CDI's development activities. During her tenure she provided support for regional business development and expansion projects. Most recently she has developed marketing and business plans for an aquaculture businesses; retail food cooperatives; a renewable energy utility cooperative; and a value-added dairy cooperative. Ms. Ahearn is presently contracting with the Massachusetts Farm Viability Enhancement Program.

The following is a rough outline of the discussion with Apple

## Questions for Apple:

1. What is the value of a sliding scale for a membership fee compared to the same fee for everyone? Does this work?
  - Coops have difficult time with a sliding scale as you have to check income. They will generally have a payment plan which would allow access. A voluntary sliding scale won't work in a community with a lot of students.
  - It is difficult to allow "workshare" because there are workers compensation problems and must meet minimum wage standards.
  - You must have workers compensation covering the value of the labor for volunteers working in store. This is not the case for "out of store" volunteers.
  - We need to find out how this applies in Massachusetts.
  - We need to get insurance for the board before we open.
2. Is there something about a cooperative that requires us to return some portion of the net margin back to members (legally)?
  - No
3. How do you deal with "surplus"?
  - Its up to the organization. Nothing legally required.

4. Can/should the secretary and treasurer serve in these positions but not be a member of the board? Member of the coop?
  - Need a president, secretary, secretary/clerk who are members of the board, but other positions do not necessarily need to be on the board.
5. Should/can we require a super majority for some kinds of votes? Should/can we specify board members be balanced among producers and consumers?
  - It can be in our governance policy document rather than the bylaws. Keep the bylaws simple as they are difficult to change.
  - Might include language saying "it is our intent" to balance producers and consumers but requiring it may make it difficult to meet at certain times.
  - A quorum requirement may be included in governance documents so it can be changes if needed.
6. What about categories of membership?
  1. Complicated but possible if there is a good reason
  2. If you want shared power among consumers and producers, state that intent but don't tie the hands of the manager who needs to make it work
  3. Divisions divide. Perhaps we need to trust consumers to be supportive of the needs of producers.
  4. It won't work unless we trust.
7. What kinds of questions go to the membership? What questions are decided by the board?
  - Big changes (expansion) go to the membership but most decisions are done by the board.
  - Keep the membership informed.
  - The bylaws need to allow the board the power to make decisions as needed. Stay flexible.
8. Is 600 members at \$50 each in Amherst be possible?
  - Too low. We can get more.
9. How does it feel in general?
  - Skeptical about money and management.
  - Overhead will be high especially for the startup.
  - Getting a manager to handle this won't be easy. Need a superhuman person.
  - Register, scanning, labor, barcodes, reporting, payment is not easy.
  - Can't count on volunteers on a consistent basis.
10. What about the proposed 10% margin?
  - Be flexible. Don't decide ahead of time.
  - Give the producers a range that is attractive but flexible.
11. How to make money?
  - Lease out part of the store to a baker
  - Sell coffee and tea in the morning to raise a bit of money

12. Is there a requirement in the cooperative model that members make an investment?
  - No
13. Do you have to allow proxies?
  - Either way is fine.
  - Sometime it is the only way to get membership input because they won't come to a meeting
  - Most boards don't want a lot of input from membership except on big questions since they don't know the whole story
14. What about a blend of this model and regular food coop?
  - Need to see the numbers.
15. What else do we need to know?
  - Need to interview and surveying producers for variety and volume.
  - Fee structure is critical. People can afford more than you think today.
  - Membership fee is returned to the members when they leave.
  - Annual fee of \$50 is reasonable for most people except students
  - Possible to ask for an initial investment and then have a variable annual fee
  - Put out a prospectus and look for big investors
  - Crunch the numbers - crunch the numbers - crunch the numbers.....

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B. After Apple left, there was a discussion of the action items from earlier meetings.

**Action Items (to do)**

1. Tina will contact Phil Sweeney (TO BE DONE) and Martha - DONE
2. Jeremy will check with the Winter Market committee to see if there is interest in working together - DONE
3. Robin will draft a producer survey and pledge document - DONE
4. Jeremy will forward the survey to farmers - TO BE DONE
5. Michelle will forward the survey to crafters - TO BE DONE
6. Tina will provide Michelle with additional crafter addresses from Franklin County - TO BE DONE
7. Tina will brief Apple and send her background documents in preparation for the next meeting - DONE
8. Michelle will explore the term "cottage food" - TO BE DONE
9. Tina will contact Jessica to see if LR has a producer contract form - TO BE DONE
10. John G. will recreate the LR documents for ATL including the changes we approved - TO BE DONE
11. Everyone should review the Producer Guidelines & Policies document for further review. - TO BE DONE
12. Everyone should review the proposed mission statements for discussion at a future meeting. - DONE

New Action Items

1. Tina will call Martha and tell her John White will call soon. John will meet with Martha to get a list of equipment, inventory of problems, square footage of store, utility bills
2. John and Emily will work on a draft of the survey and send it back to Robin

C. A discussion followed on the mission statement. The following statement was approved:

**The All Things Local Cooperative** seeks to improve food security, enhance local employment, advance community and regional economic well-being, and promote sustainable living by offering a marketplace for locally produced goods in the Pioneer Valley.

D. The meeting adjourned with a sense of accomplishment at 9:03pm.

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The next meeting is scheduled for Thursday,  
September 20 at 7:00pm.