

The Food Co-op Shop
Minutes [AGM 31/08/2024]

Present:

1. James Davies
2. Lanthe Daly
3. Josh Viljoen
4. Matthew Farrer
5. Jordan Schultz
6. Hannigan Heycox
7. Kirsty Goodwin
8. Ella Crosby
9. Poppy Gorton
10. Silke Maglinski
11. Shayma Taweel
12. Robyn Banks
13. Matilda Banks
14. Benjamin Koros
15. Trish McEwan
16. Trisha Evans
17. Leon Bukel
18. Shay Taylor
19. Mohammad Pournajaf
20. Naomi Lacey
21. Andy de Groot
22. Keri James
23. Chris Bayliss
24. Poppy Gorton (and Henry)
25. Sia Brooks
26. Olivia Bense
27. Nadia de Gregori
28. Alex Ford
29. Anisa Ford
30. Mark Deasy

Online

31. Allison Wood
32. Arun Bharatula
33. Gordana Varicovic
34. Jasmine Berry
35. Lucy Ridge
36. Marcus Freeman
37. Maya Muruganandam
38. Michele Smith
39. Pauline Dusink
40. Prascheetha Muruganandam

- 41. Priya Muthukannan
- 42. Susan Wood
- 43. Amanda Regan

Apologies: Sheryl Greathead, Katrina Muir

Meeting opened: 10:10 am

Acknowledgment of Country: Lanthe Daly – (meeting facilitator)

Connection question: Favourite snack at the co-op?

Item 4. Acceptance of minutes of 2023 annual general meeting

Proposed resolution: *that the drafted minutes of the 2023 AGM held on 20th August, 2023 be adopted*

Proposed: by Josh V

Seconded: by James D

Passed unanimously

Item 5. State of affairs report – board chair (Matthew Farrer)

- Underwent many changes with administration and board membership. Three board members stepped down, Jordan joined partway through.
- Complete change of managers – Naomi replaced Monique, Andy replaced Shayma, and Mohammad replaced Bonnie.
- Have welcomed 175 new members to the co-op over the past year.
- Negotiated a new lease with the ANU, valid for the next few years.
- Currently in the process of upgrading and transitioning to a new membership system (Better Impact), and migrating other online systems to Google workspace.
- Have upgraded kitchen. Have upgraded shop with new milk dispenser and dry goods tubs.
- Grants: Kitchen was upgraded with the 'Zero Emissions Grant'; also had a grant for acoustic soup; and a grant from ACT for upgrading our rooftop kitchen garden.

Motion to accept to SoA report

Moved: Robyn Banks

Seconded: Matilda Banks

Passed unanimously

Item 6. Financial statements report – board treasurer (Jordan S)

Last year, we had a net loss of around \$17k. This year, we have a net profit of ~\$23k.

Budget projections for 2024-25:

- *trading income* – target of a 3.5% increase (compared to 3% this year)
- *cost of sales* – 1.5% increase (costs are generally going up)
- *gross profit* – 5.9% increase
- *other income* – 5% decrease

- *operating expenses* – 5.9% increase
- *net profit* – 0.16% decrease

We are forecasting a slightly lower net profit (0.16% lower than this year), but we are still making profit – projecting around \$23,000, which brings us closer to 2021-22 financial results.

Question about our lease agreement: is that going to cost us more or less than before? We have negotiated a 5-year lease, as of February 2024, so it will continue until February 2029. The previous situation was ‘nominal rent + outgoings’ – where nominal rent was \$1/year. Now we have transitioned to ‘rent with no outgoings’. So the technical side has changed, but in practice, our rent is almost identical.

Question about store credit: will the board reconsider raising the SC rate to \$15/hour, now that profits are much better?

Question about projections from last AGM: financial projections were much worse than what we have done this year. Worst case scenario was about \$35k loss; best case was \$7k loss. Do we know exactly why, and how to make sure that next year doesn’t slump again?

- Jordan: sales increased very high – higher than they have been in five years.

Q. from Alex Ford: where exactly did sales increase? In café, shop, events, catering?

☑ *Jordan to take Q on notice.*

Andy de Groot (PM) explains that it has been historically difficult to track different costs of the shop vs café – the café’s expenses were typically placed under the shop’s expenses.

Shayma (former PM) – believes that foot traffic has increased a lot, and other value-adding practices to lunches, e.g. samosas & injeras. But also our expenses have probably dropped a lot due to switching away from gas to electric – gas was a big expense for us.

Perhaps also shifting away from 4 managers to 3 managers. And also bringing back bulk dairy milk was big for us – not just the revenue from milk itself, but that it brings people into the shop and they are more likely to buy other products while they are here.

Silke added that free bread brings a lot of people into the store.

Mohammad – increases on events a lot this year. Many events are also paid. More than 15 events are also pending for the rest of this year.

Motion to accept the 2023-24 financial reports

moved: Alex Ford

Seconded: Naomi Lacey

Passed unanimously

Item 7. Directors’ solvency resolution – board chair (Matthew F)

“The directors declare that we have reasonable grounds to believe that the business is solvent and will be able to pay its debts as and when they become due and payable.”

Motion to accept the above resolution

Moved: Matthew Farrer

Second: Lanthé Daly

Passed unanimously

Item 8. Questions to the board – board chair (Matthew F)

Question 1: What are the skill gaps on the board? And what skills do current board members have? What skills would we like to see on the next board?

- Governance is a gap for us.

Jordan – accounting; James & Matthew – some more experience internal to the co-op, and experience garnered over the past year. Ella (outgoing member) would like to see new board members with a view to building personal connections with membership and managers. Josh and Shayma (former managers) – think it's great if some board members have dedicated HR experience.

Question 2: What is the minimum commitment for being on the board?

- Response: meetings once per month. Approx 2-3 hour meetings. Answering emails and responding to other things. As per constitution, it is minimum ten hours per month.

Question 3: Updating website?

- Matthew has formed a website working group over the past few months with two other members.

Question from member (Michelle): Why is so much food in the co-op imported?

- Andy happy to open up a discussion about food miles with membership.

Item 9. Election of directors

8 members are nominating themselves for the board. With 2 members continuing, this means there are 7 available places on the board, with the maximum of 9, as per the constitution. So we will need to vote.

1. **Jordan Schultz** – Chartered Accountant; some knowledge in relation to Law. Some governance knowledge and business-related skills. Has been on the board for the past 5 months.
2. **Josh Viljoen** – former Operations Manager at the co-op. Has additionally worked as OM in another food co-op in country Victoria, where he was also secretary on the board. Young, but well-experienced in co-operatives. Has also volunteered in many different roles within the co-op. Also worked in a group of cooperatives in Sydney and Melbourne.

3. **Sia Brook** – has sat on a number of committees throughout her life. Has worked in managerial roles. Helped change the layout of the shop recently.
4. **Chris Baylis** – loves the co-op; sits on a few committees, incl. cycling events committee and the cycle jam committee, has run a free bicycle repair workshop for years. Interested in the governance side of the co-op.
5. **Alex Ford** – 15 years working for Not-for-Profits; has been on the co-op board before (during COVID); skills in people management and HR. Interested in representing families at the co-op. Has also been a company secretary before.
6. **Kirsty Goodwin** – has been a tea towel washer for the past 5 years. Has experience in internal auditing and governance. Also a member of women on boards.
7. **Lucy Ridge** – food writer and
8. **Allison Wood** – doctoral candidate in food nutrition research at UC.

A vote was taken among the members in attendance, performed by a show of hands. One member is entitled to one vote. The nominating members left the room during voting.

Elected candidates: Jordan, Sia, Chris, Alex, Kirsty, Lucy, Allison will join the board for the 2024-25 term.

Separate resolutions were individually motioned, seconded, and then passed to accept each of the above-named seven new directors onto the board. All resolutions were motioned by Matthew F, and seconded by Mohammad P. All resolutions were accepted unanimously by the attendees.

Item 10. General business

Action: Request for a managers' yearly report on notice (to be distributed to members via email afterwards)

Item 11. Close of meeting. 12:16 pm.