

**Willimantic Food Co-op
Meeting of the Board of Directors
2/2/2023 Webb Hall**

Directors Attending: Linda Brock, Matthew Coolbeth, Katherine Gavin, Kathleen Krider, Niti Pandey, Alice Rubin, Joanne Todd

Absent: Steve Bachioci

Others Attending: Patty Smith, Peter Leeds

Call to Order: 7:03 pm

Agenda Item	Resolution
Members Speak Out	
None	
Consent Agenda	
<ul style="list-style-type: none"> • Draft Minutes of January Meeting. • Subcommittee Reports: <ul style="list-style-type: none"> • Board Perpetuation, Bylaws & Policies, GM Succession, Member Engagement, Reincorporation, Expansion. • Confirm that the Board voted unanimously via email in favor of Kathleen Krider completing her current term on the NFCA Board of Directors. 	<p><i>Action: Motion to approve the consent agenda (Moved: Pandey, Second: Todd) motion approved unanimously.</i></p>
Old Business	

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Reincorporation Update

- Information table at co-op birthday party to be manned by Board. Linda coordinating with the goal of all-day coverage.
- Voting:
 - ROI on in-store kiosk deemed too low
 - Voting should open at least one week after the legal documents are finalized.
 - The voting system will send out an email at the beginning of voting. We should send a “prelude” email 1 week earlier than that (Feb 11 or thereabouts)
 - Voting should be open 3 weeks and we should send a weekly email during that time, plus one the day before closing.

- The board reviews latest feedback from the legal team on the Articles of association and made final tweaks to the language.

Discussion of Annual Meeting

- Steve and Niti both have promising leads on speakers, but:
 - Steve not here tonight
 - Niti needs to follow up with Patty Scyz to confirm

New Business

Patty gave a presentation on the 2022 survey of the members.
Discussion followed:

- Do we want another survey this year? What changes to the questions? What do we want to know?
- The idea was put forth that, while additional surveys will be desirable in the future, we should more fully utilize the data we’ve already collected before we invest in collecting more.
- If we survey again, we should seek more insight into demographics
- Alice suggested that if we are going to change member benefits in response to survey feedback maybe the change would be better implemented (from a PR standpoint) by Alice than as the first act of a brand new GM.
- Directors to consider individually, during the next month, what we should ask again and what other things we should ask.

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<p>Monitoring Report B.3 Financial Activity & Condition (Rubin)</p> <p>Discussion:</p> <ul style="list-style-type: none"> • There is a net loss in Q4 every year due to end-year staff bonus <ul style="list-style-type: none"> • A gain sharing plan might solve this. 	<p><i>Action: Motion to accept the B3 report as compliant. (Moved: Pandey, Second: Todd) Rubin abstained, all others voted to approve motion.</i></p>
<p>Monitoring Report C.2 Accountability of the Manager (Todd)</p> <p>Discussion:</p> <ul style="list-style-type: none"> • The confusing language from the policy about "avoidance of Board-proscribed means" has been added to the Policy Committee's parking lot 	<p><i>Action: Motion to accept the C2 report as compliant. (Moved: Pandey, Second: Coolbeth) All directors voted to approve motion.</i></p>
<p>March Board Meeting</p> <ul style="list-style-type: none"> • Will be located at Access Community Action Agency rather than Webb Hall <ul style="list-style-type: none"> • 1315 Main St, rear entrance. 	
<p>Store Report</p>	
<ul style="list-style-type: none"> • Sales were 2x the same month last year • Co-op Birthday Party, all day on the 11th • Staff survey coming out soon • No progress so far on staff help for the board. 	
<p>Executive Session Board went into executive session from discuss strategic information.</p>	<p><i>Action: Motion to enter executive session. (Moved: Pandey, Second: Todd) All directors voted to approve motion.</i></p>
<p>Meeting adjourned (8:50pm)</p>	