

**Willimantic Food Co-op
Board of Directors' Meeting
January 5, 2012**

In Attendance:

* Alice Rubin	* Bryan O'Hara	* Joanne Todd	* Johnnie Walker
* Kathleen Krider	* Kirk Begg	* Maiga Doocy	* Matthew Kyer
* Stephanie Golaski			

Scribe: Susan Chasin

* = Present

Also Present: Shandra Craig

Call to Order: The meeting was called to order at 7:11 p.m.

It was noted that it was Joanne's birthday, so everyone sang and wished her a happy birthday.

Member Speak Out: None

Approve December 1, 2011 Board Meeting Minutes:

Joanne made a motion to accept the minutes from the December 1, 2011 Board meeting including the bonus motion that was made via email. Stephanie seconded the motion. The motion was unanimously approved. Abstaining – Alice & Shandra

Revision of Policy Governance D.6:

The revised version of D.6 was presented. The electronic version of the Policy Governance, sections B.9 & D.6, will be revised by Susan.

Board Perpetuation Update:

The Declaration of Candidacy will be revised to "Summary of your statement for the newsletter". The date will also be removed. This is just a clarification, not a change. Stephanie will email the final copy to everyone and this will become an addendum to the Policy Governance Manual.

Building Task Force Update:

They are waiting for feedback from the staff departments. Alice will be the conduit for this information, which is the proper procedure. Hopefully they will have the material in time for a presentation at the February meeting.

Board Budget:

It does not need to be revisited until next year. It is on the calendar to be discussed in August.

CBLD Leadership Training:

Kathleen has registered everyone that is planning on attending. Matthew will not be going. Kathleen is willing to drive – meet at her house at 5:50 a.m. Stephanie will get directions.

Slate for the Annual Meeting:

There was a discussion regarding the size of the Board.

By-laws allow for 5-11 members

Is the comfort zone with 7 Board members, not including management & Staff Rep?

What if 3 members quit?

Each year recently the Board has lost 2 members for personal reasons. It hasn't hurt us since we started with 9 members.

If we have a pool of interested people we can quickly appoint members to fill vacated positions.

If the Board is any smaller it is hard to keep up with the work and to create sub-committees.

While 7 is a good number, it is hard to have 2 deep skills with so few people.

With 7 members it is easy to communicate and keep track of everyone. It would be hard if we lose someone though.

It would help to change the number of members elected each year. It could be 2 members per year for 2 years and 3 members the third year.

Matthew is willing to run this year even though his term expires in '13. Therefore his and Kirk's terms would expire in 2015 after being re-elected this year, Stephanie's and Joanne's terms would expire in 2013, and Johnnie's, Kathleen's, and Bryan's terms would expire in 2014.

It was decided to wait until after the Annual Meeting to put out the candidate packet in order to develop a pool of interested Co-op members.

In order to limit the Board to 7 members, excluding management and the Staff Rep, a vote would need to be taken. This would have no affect on the By-laws. The intention is not to engineer the Board – the Board has the By-law power to limit the number of members. The number can always be changed if a need arises, but that shouldn't occur in the near future.

If Co-op members want to get involved, there are other ways than being on the Board that they can help. They are able to serve on sub-committees.

A successful Board perpetuation effort should eliminate the need to change the number. Future possible candidates could be directed to help on committees and even invited to attend meetings.

Joanne made a motion that the number of Board members, other than management and Staff Rep, be changed to 7. Bryan seconded the motion. It was unanimously passed.

Endorsing a slate only indicates that the Board recommends these candidates.

Joanne made a motion that the Board endorse Kirk Begg and Matthew Kyer in the upcoming election. Stephanie seconded the motion. It unanimously passed. Abstentions: Kirk and Matthew.

Newsletter Update:

Although Alice thought the last newsletter was going to be mailed out, it was not. The next newsletter has to be mailed out because it will include information about the election and candidates for the Board.

C.1 Unity of Control:

Matthew asked Alice how she felt the Board has done. She felt the Board has done a fine job adhering to C.1.

Matthew made a motion that the Board is in compliance with C.1. Joanne seconded the motion. It was unanimously passed.

A discussion began about the wording of the first line in C.2 where it states, “The General Manager is the Board’s only link to operational achievement and conduct.” It was felt that the word “only” should be changed to either “official” or “primary” since we also connect through the Staff Representative.

It was decided to table the discussion to the February meeting. Before then, it might be worth talking with Thane about this. The intention of what is written is that the Board hires and fires the General Manager and that is where the power is.

Most Co-ops do not have staff or managers on their Boards.

Maiga would like to talk with Thane about what the Staff Rep role entails in order to be more effective.

B.1 Staff Treatment and Compensation:

For B.1.4 Alice created a 10-year picture of the Co-op when we moved. The numbers she used were based on % of sales using industry standards.

It was wondered if the Board could have some data included in the report to see where we are and what others or average is.

The end of paragraph B.1.4 regarding looking at staffing and sales per department is great.

It was asked what a living wage schedule looks like. It is generated by a computer program. It is data related to the normal expenses in an area – it gives a targeted wage that would cover expenses with some savings. The Co-op has been working on this for about the past 6 years. A living wage is achieved after working at the Co-op for 18 months.

Joanne made a motion that Alice is in compliance with B.1. Bryan seconded the motion. It was unanimously passed. Abstention: Alice

Store Update:

Sales were great the week before Christmas. The past week was rather busy for after the holidays. There haven’t been any weather related events to negatively affect sales.

Sarah has been working at the Co-op for about 2 weeks.

The Working Member Appreciation Party will be held on January 22 at 2:00 p.m. at the bowling alley on Rt. 32.

The book club is a great idea. There is information about it posted in the store and it was seen on Facebook.

The Birthday Party is February 11th. Buttons will be made to identify Board members who volunteer to help out.

There was an article in the last newsletter that offended some members and farmers. There were pointed comments that were directed at the Co-op. There will be a response article in the next newsletter. Some of the ideas in the article were good but the phrasing was poor. Someone commented that “It felt like the author was yelling at them.” It is a good way to start a conversation that has needed to happen for a long time.

Visioning Session Reflection:

A request was made to put it earlier on the agenda because there is never enough time to have a meaningful discussion.

It was commented that the Board is already carrying though on some of the visioning which is great. Examples are the Building Task Force, the Board Perpetuation committee, and five Board members going for training in January.

All of these things have come out of the teamwork created by the visioning session.

Board Calendar Review:

Monitor C.2 for February’s meeting

Need bios from Matthew and Kirk by February 1st

Co-op’s Birthday Party

Stephanie will write an article for the newsletter. She will talk about the training in Brattleboro. The last paragraph will be about the Board slate.

Adjourn:

Kirk made a motion to adjourn the meeting. Joanne seconded it. It was unanimously passed.

The meeting adjourned at 8:55 p.m.