

**Meeting Minutes**  
**Willimantic Food Co-op Board of Directors Meeting February 5, 2012**

**In Attendance:**

Alice Rubin	Joanne Todd	Johnnie Walker	
Kathleen Krider	Kirk Begg	Matthew Kyer	
Stephanie Golaski	Maiga Doocy		

**Not In Attendance:**\* Bryan O'Hara

**Also Present:** Bruce Oscar

Minutes by: Kirk Begg

**Call to Order:** The meeting was called to order at 7:10 p.m.

**Member Speak Out:** None

**Revision to Agenda:**

- Visioning topic removed from tonight's agenda.
- Pay raise of General Manager must be added to tonight's agenda.

**Approve Jan 5, 2012 Board Meeting Minutes**

A motion was made to accept the minutes. The motion was seconded. The motion was unanimously approved by all voting members present.

**Building Task Force Update**

- BM suggested a Coop member as a possible resource. Coop member is an industrial designer of buildings for state of CT.
- Discussion about output of Task Force. It was agreed upon with GM and BMs not to report on specifics of Task force work to the Coop membership at the annual meeting. At the beginning of the Task force work one of the goals/outcomes was to report on the details of its work at the annual meeting in Apr.
  - The reason for not giving a detailed reporting to the membership at this time was to prevent people from thinking that a move or building purchase was in the near future.
  - The purpose of the Task force is primarily to generate a preliminary planning and preparedness for the future.
  - A very brief description of the task force undertaking, a couple of sentences, will be given as part of a presentation by the Board President on the Board activities at the annual meeting.
  - The target for the output of the Task force is the creation of an internal report for the Board containing the findings and recommendations.

## **Board Training**

- **Cooperative Board Leadership 101** - Five BMs attended the workshop in Brattleboro, VT as part of the services provided by the contract with CDS Consulting.
- BMs reported pluses and minuses of the workshop material and the facilitators. Some of the good parts were the information on fiduciary responsibilities of board members, exposure to many other coop board members and their experiences, the part on understanding and interpreting financials of the coop through specific cases.
- It was brought to the attention of everyone that there is another CDS function in Mar in Brattleboro.

## **Updates**

- WFCoop 32nd Birthday party at the coop is Sat Feb 11. Request made for attendance by BMs to help cut cake and as an opportunity to interact with the members. Several BMs volunteered.
- Policy Governance - Consultant from CDS who ran the WFCoop retreat in Aug 2011 feels the WFCoop is in good shape with policy governance. The consultant's opinion on having staff members on the board of directors is that it is open for discussion; not in violation of anything.

## **New Business**

- **Indemnification of Board Members**
  - The concept of indemnification of Board Members was explained – it is the Coop being responsible for compensation of a BM if the coop or board, or individual BMs are sued. Typically, organizations have insurance to cover their indemnified BMs.
  - WFCoop bylaws specifically state the BMs are indemnified.
  - The General Manager will find the insurance policy for indemnification of BMs and give it to Board Treasurer.
  - GM will also contact the insurance agent and try to get the agent to come and speak to the WFCoop BMs.
- **Conflict of Interest Document for Board Members**
  - Discussion on a suggestion was made that all board members should sign a document when they join the board stating they will observe and comply with the WFCoop conflict of interest policy. It was noted this was done in the past. No action taken.
- **How Executive Session Works** – Board VP reviewed basis for having Executive Session (ES) in a board organization from Robert's Rules of Orders (RRO), including:
  - to go into ES a motion must be made and seconded,
  - only nonstaff BMs and any invited participants, e.g. a lawyer

- it is recommended no vote for action take place in the ES – proposals and voting are to be made in regular board session,
- to exit ES a motion must be made and seconded,
- no minutes are made in ES. Meeting Minutes from the board meeting simply note the time of start and end of ES.

Discussion by all on the topic of: if meeting minutes of ES are sometimes necessary. No resolution or conclusion. Also, it was suggested that every BM get a personal copy of a summary form of the RRO for their reference.

- **Membership Support: “Tabling”** – A suggestion was put forward for discussion that BMs consider engaging the membership actively. This would be done by requiring BMs to spend a certain amount of time per month at the WFCoop to make themselves available to the membership for discussion of any topic.
  - The weekend days were put forward as being the targeted days for the allotted time.
  - The suggestion for time commitment was 1 hr/month for each BM.
  - An alternative suggestion was made for the time commitment; that it could be more flexible, for example 12 hrs/year. The reason had to do with both BM time commitment on weekends, and being able to reach members who only, or primarily, go to the coop on weekdays.
  - Another alternative was suggested – to have planned/announced meetings during the year specifically for the purpose of BMs being available to discuss any topic with members.
  - Discussion completed. No action taken.
  
- **Preparation for Annual Meeting** – Board and GM must act on preparations for the Annual Meeting, including announcements, schedule, and arranging logistics.

## **Policy Governance**

### **Board**

- **C.1 Unity of Control** – Discussion of possible revisions is postponed until the next board meeting because of the absence the BM who proposed and initiated the suggested revision.
- **C.2 Accountability of the Manager** - Discussion regarding compliance. Motion was made to accept we are in compliance. Motion was seconded. Unanimous vote of approval.

### **General Manager**

- **B.3 Financial Condition** – Review of financial statements of last quarter 2011, and annual performance 2011 given by GM. Discussion. Motion to for GM being in compliance was made and seconded. Unanimous approval, with one abstained – GM.

## **Store Update By GM/staff**

- Two new employees have been hired. A new Floor Coordinator has been appointed.
- The party of appreciation for Working Members at the bowling alley received good reviews and positive feedback from those in attendance.
- Staff input – staff suggest members have swipe cards for checkout when shopping at the coop. This is in anticipation of patronage rebates.
- GM feels the cost and trouble of swipe card implementation at check out must be tied to enacting patronage rebates, otherwise it is not good for members and will be difficult for them to accept.
  - Suggestion was made to add the topic of patronage rebates to the agenda of the Mar board meeting. What is it? How does it work?

### **Board Calendar for Mar**

- Board – C.3 Delegation to the Manager
- GM – A. Ends Policy

### **Executive Session for GM Salary Discussion**

Only elected or appointed BMs present. GM and staff representatives excuse themselves from the meeting. Enter Executive Session – 9:00 pm. End Executive Session – 9:15 pm.

**Adjourn** - A motion to adjourn the regular board meeting was made. It was seconded and passed unanimously. The meeting adjourned at 9:17 p.m.