

**Willimantic Food Co-op  
Board of Directors' Meeting  
March 1, 2012**

**Call to Order:** The meeting was called to order at 7:08 p.m.

**In Attendance:**

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

Scribe: Susan Chasin

\* = Present

**Members Speak Out:** No one spoke out.

**Approve February 9, 2012 Meeting Minutes:**

Matthew made a motion to approve the minutes from the February 9, 2012 Board of Directors' Meeting. Joanne seconded the motion. It was mentioned that the minutes needed to reflect a vote taken after Executive Session. It was decided to add the statement "A motion was made, seconded and approved to increase Alice's hourly rate by 50 cents."

Joanne made a motion to approve the amended minutes. Matthew seconded the motion. It was unanimously passed.

**Annual Meeting:**

The meeting is scheduled for April 22<sup>nd</sup> at 5:30 p.m. The ballroom has been reserved – there is a nominal cost for it. There will be a potluck dinner first with the suggestion that everyone bring their own plates and silverware. Kathleen will run the meeting and Joanne will give the financial report. People are needed for set up and clean up.

There are four options for a speaker. The first (and preferred) is CR Lawn, the creator of Fedco seeds. We could ask Bill from NOFA to speak about the GMO project. Erbin could be asked to speak about the International Year of the Co-op. Lisa Taylor could speak about child labor in food production. We need to determine who will speak before the newsletter goes out. Shandra already has the election information to be included in the newsletter.

**Building Task Force Update:**

They did not hold a meeting. They are working with Bruce to get is input on floor plans & layout. The plan is to have a report for the next Board meeting.

**"To Do" List:**

Robert's Rules of Order – Matthew will check on line for information. This is tabled until the next meeting.

Insurance for Indemnification – Joanne will look at the information and talk with Alice. It might be worth bringing an agent to a meeting to talk with the Board. She will have the information for the next Board meeting.

Revise Policy Governance Manual – It will be done before the annual meeting.

Staff Rep Binder – Kathleen will clean it up to determine what is needed.

**Other Business:**

The Board chair needs to identify officers for the upcoming year. Let Kathleen know of interests.

The GM review is coming up in March and is usually done by the executive counsel. Matthew will compile the monitoring reports Alice did for review. They will meet on March 29<sup>th</sup> at 7:00 p.m. at Kathleen's house.

**CBLD Training:**

The next training is March 31<sup>st</sup> and the information about it was emailed out. Anyone interested needs to contact Alice. She will register and pay.

**C.1 Unity of Control:**

Tabled until April's Board meeting.

**C.3 Delegation to the Manager:**

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

It was mentioned that 3.2 appears to be incomplete because it doesn't address how to deal with a question regarding reasonable interpretation. It was felt that a written record of what reasonable interpretation is would be helpful.

It was suggested that the monitoring reports could be viewed as that documentation.

The policy is about the Board's behavior, not Alice's behavior. It basically states what we can't do. We won't tell Alice what she has to do as long as she is being true to the Ends Policy. The real question is whether we are respecting her or not.

The monitoring reports create discussion of reasonable interpretation.

**A Ends:**

Tabled until the April Board meeting

**Store Update:**

It has been busy and staff has been out sick, but everyone is handling it well.

A reporter from the New York Times came Tuesday to do an interview about Co-ops.

Sales growth increased 12 1/2% from last year for January and February. Customer numbers are also up.

The Birthday Party was fun. Sales were \$2,000 less than last year's. There wasn't enough cake. Co-op Board buttons drew some attention and resulted in some questions.

For the next financial monitoring report, Alice will consider including Patty's work on department efficiency (hours vs. sales). Perhaps Patty could come and explain it.

**Review Calendar:**

Need to schedule a Board retreat. Is it possible to have a different facilitator from CBLD since Thane had done it for the last two years?

Monitoring Reports for April – Ends (A), B.4, C.1, C.4

**Motion to Adjourn:** Joanne made a motion to adjourn, seconded by Kirk & unanimously passed. The meeting adjourned at 8:08 p.m.