

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

Call to Order: The meeting was called to order at 7:14 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

Member Speak Out:

A complaint was received at the Birthday Party regarding holding Board meetings at Kathleen's house because of the distance and it is not a public location. People were pleased to see Board members in the Co-op.

While the Board members would like to find a nice place in Willimantic to hold the meetings, it was decided to continue holding them at Kathleen's house until another location is found. Members rarely attend meetings, but are more than welcome to come. Also, they can contact Board members by email.

It was discussed how to increase the visibility of Board members at the Co-op. One suggestion was to wear "Board" buttons while shopping. They could be left in the register area so they would be easy to grab when Board members first come in. The other suggestion was that Board members could just spend time sitting in the Co-op to talk with members. There could be a sign up for this with the goal of having different days and times. Also, as Board members have time, they can just grab a chair and spend time. Matthew volunteered to spend time on April 4th around 10:00 for about 2 hours.

Approve Minutes from March 1, 2012 Board Meeting:

Joanne made a motion to approve the minutes from the March 1, 2012 Board meeting. Johnnie seconded the motion. There was no discussion. They were unanimously approved.

Annual Meeting:

It will be held on April 22, 2012 at 5:30 p.m. in the Bruce Bellingham ballroom. It will be potluck and people are encouraged to bring their own dishes.

A couple of direction signs are needed to help people find the room. Johnnie will make the signs as long as someone else could put them out.

C.R. Lawn is the speaker. Bryan will pick him up and introduce him. Joanne will present the financial report and Kathleen will prepare something.

Bryan began a discussion about the structure of the Fedco Co-op. It is a "consumer co-op" and the workers have more say and control. The Board of Directors is more removed than our Board and deals with the oversight of long term planning and dispute resolution. There are managers that oversee the departments and in each department is a management team that deals with hiring / firing and evaluations. Committees are used to deal with finance and personnel. Their annual meeting is a

working meeting. It has been running successfully with this system for 20 years. It started as an offshoot of an existing co-op.

It was commented that it sounds heavy in management and wondered how that works with payroll. There are 4 managers, then there are area coordinators followed by general workers.

It was asked how many people work for Fedco. Bryan was not sure.

There sales are similar to ours. Because it is a wholesaler, it is a very different work place than a retail co-op.

An interest was expressed in visiting with C.R. Lawn probably before the meeting. Bryan will work out details and an email will be sent out.

Building Task Force Update:

Kirk met with Bruce who gave him detailed feedback concerning each departments thoughts on space needed in 1 and 5 years. He needs to put the information into writing. The Task force will meet to go over the data.

Board Insurance:

Joanne looked over the existing policy and made some suggestions. She felt that under Item 3, Part 3, Fiduciary Liability does not apply to us, but Alice might get quotes on Part 4, Workplace Violence and Part 5, Internet Liability. Although Part 5 is a low risk, someone might take offense at something that is posted on our site. Retention, under Item 4, refers to deductible. It might be possible to lower the premium by increasing the retention. Alice commented that the premium is already reasonable.

Indemnification is “double talk” in the policy. We might want to have the agent come in and talk with us about it. The feeling is that we are covered.

Roberts Rules of Order:

Looking at the links in the email that Matthew sent out apparently answered questions that had arisen regarding the rules. No further discussion is needed at this time.

Working Members:

Thane wrote an article in the current Cooperative Grocer magazine regarding the risks of working members and the many issues that can come up. Walden Swanson, the creator of CoCoFits, believes there is no problem with working members. The Co-op’s lawyer also agrees that they do not create a problem. Laws are different regarding working members in different states. The Co-op’s stand has been that having working members reinforces the ownership feeling.

It was requested that the Board members read both sides of the argument so this topic can be discussed at a future meeting. Alice will email information to everyone. This will be an agenda item for the May meeting.

Identifying Board Officers:

It was discussed and agreed that Kathleen would serve as President, Matthew as Vice President, Stephanie as Secretary, and Joanne as Treasurer for the upcoming year. The actual election will take place at the May meeting. It was also decided to keep the

meetings on the first Thursday of the month. Matthew will remind Alice and Kathleen of upcoming meetings.

Upcoming Board Retreat:

It was decided that the retreat would be held on August 5th at Kathleen's house from 9:00 – 3:00. If it is really hot, then it will be held at Kathleen's mother's house.

Kathleen will contact Thane with the date and to discuss the agenda. We need to be very specific about what we want to cover. Thane is a lawyer, which could open up topic ideas. It was agreed that there will not be a movie.

Past retreats focused on the Board. It might be time to look at our members and how to keep them engaged.

CBLD Training:

It was one of the best trainings. Joanne, Johnnie, Alice, Kristin, and Patty attended. At times it was hard to keep focused with the video feed presentation. They liked looking at the big picture things while working with many people from many different co-ops. There are great ideas and great work being done. The monitoring reports helped connect to the discussion. We are doing a lot of things that others are just looking at.

GM Evaluation:

The Executive counsel met and Stephanie finalized the notes. Kathleen has not met with Alice yet to go over the evaluation. The Ends report indicates how much we are doing.

Mission Statement:

It was felt that the Board should revisit the mission statement to be sure it still fits. This will be discussed at future meetings.

C.2 Accountability of the Manager:

The model reflected in this policy is a top down model, which doesn't really fit our Board structure because we have the GM and a staff member on the Board. We may want to redraft and redevelop this section to reflect the staff on the Board. The pros and cons should be discussed. It could be an agenda item for the retreat.

C.4 Monitoring Manager Performance:

This coming year there should be no problem completing the evaluation by April 1st as stated in C.4.5 because the Board will have a full year of monitoring reports to work with. The October 1 date for compensation review in C.4.6 is related to the timing of creating the budget. Normally compensation is voted on in February to begin in March. The April 1st deadline for evaluation is so that it takes place before the Annual meeting and possible Board changes.

Joanne made a motion that the Board is in compliance because they demonstrated the accomplishment of a reasonable interpretation of policy C.4. Matthew seconded the motion and it passed unanimously.

B.4 Asset Protection:

It was asked if the \$325,000 for Equipment and Fixtures noted in the report was the actual replacement value. Alice will check on that and report back.

Joanne made a motion that we are in compliance with B.4 Asset Protection. Matthew seconded the motion and it passed unanimously. Abstentions: Alice

Policy A - Ends:

This report was excellent and very thorough. It made people feel good to be a Willi Co-op member.

The POS is being set up to track the location of origin on products. This will provide information on percent of product coming from local producers. Produce might be hard to track because at some times of the year we can carry both local and non-local of the same fruit / vegetable, while other times of the year all of it is local. Alice will check on how this will be handled.

Joanne made a motion that we are in compliance with Policy A. Stephanie seconded the motion and it passed unanimously. Abstentions: Alice

Store Update:

Last Saturday's sales total was \$17,000 but it didn't feel like a killer day. Sales have been really good.

We have several new people. It is nice having more people who are just working the registers.

John Clark will be the new staff representative.

Calendar Review:

D.1 and B.3 are to be monitored. The election of officers will be held. Further planning for the retreat needs to be discussed.

To Do's Before May Meeting:

Johnnie will talk to Dan about getting the most recent copy of the Governance Policy Manual that is not in pdf format.

Bryan will send out email about getting together with C.R. Lawn.

Alice will look into insurance and local produce tracking with the POS.

Kathleen will call Thane with questions and regarding the retreat.

Everyone needs to read the information regarding working members.

Motion to Adjourn:

Kathleen made a motion to adjourn. It was seconded by Johnnie and passed unanimously. The meeting adjourned at 9:10 p.m.