

Willimantic Food Co-op
Board of Director's Meeting
May 3, 2012

In attendance:

*Alice Rubin	*Bryan O'Hara	*Joanne Todd	*Johnnie Walker
*Kathleen Krider	*Kirk Begg	*John Folsom	*Matthew Kryer
*Stephanie Golaski			

Scribe: Stephanie Golaski

*=Present

Also in attendance: Bruce, Patty (HR) and Chris Fraleigh (Insurance)

Call to Order:

The meeting was called to order at 7:12 p.m.

Member Speak Out:

No members spoke out.

Approve April 5th Minutes

A motion was made to move new business, Insurance and PCI (Payment Card Industry) Compliance (Chris Fraleigh and Patty) to the top of the agenda.

New staff representative was introduced. Human resource and POS person introduced.

All welcome.

New Business

Insurance

Renewal/replacement cost of item in the store—\$525,000—interior coverage.

- \$325,000 fixtures—shelving, refrigerator, coolers—items we own.
- \$200,000 inventory

Talking to landlord about our responsibility:

Rebuild {
Rewire { Amount we would pay if a big storm came through--\$525,000

We paid for upgrades for items we use. If something happens landlord rebuilds, we have \$525,000 to replace, can be adjusted if/when needed. In writing in lease, good to know what each party covers. Plan for everything.

Business interruption coverage, based on replacement value and extra expense. What you need to stay in business.

- 12 month coverage for those expenses (best you can have)
 - \$45,000 food spoilage
- { Excellent package designed for food Stores

Work place violence—lower rate than package store.

Hurt on the job—point of workers compensation.

- Is member work program covered by workers compensation?
 - To be on workers comp. you have to be on payroll, W-2 employee.

EPLI (Employer Practice Liability Insurance) SPECIAL INSURANCE

Disgruntled ex-employee has a lawsuit against you

- business, length of time in business
- together to see what the cost is

Based on number of employees, type of

Recommended putting an application

Cyber Security

- Looking at how much information we have on our customers
- Number of members and what information we have of theirs

Possible: (stealing information, accidental sharing of information)

- Costs are all over the place—very new
 - **Currently we only have name and address, do not need cyber security if this is all we have!**
- Can pick and choose aspects of it
- Idea of stored data is the scary part

DOES NOT SEEM LIKE A GLARING NEED FOR US.

Human Resource update/Point of Sale System

- PCI compliance—we do not store any cardholder data
- PCI compliant card reader at the register
- Currently working on getting the rest of the store PCI compliant
- Password and individual log-in to get into the computer system (all employees)
- Profiles stored—segregated from everyone else
- Any sensitive data is moved to where only a certain few people have access
- No card data is kept/collected
- **Up to the standard so we would pass an audit**
- IT filling out self-assessment
- Everyone is secure, just having the right paperwork in place
- Excel spreadsheet, mailing list is currently accessible to just about everyone in the store
- Will be able to flag certain folders for administrators only
- Employee handbook has computer usage policy
- Using own password, not sharing passwords
- **Have someone help write it in policy manual**
- (Chris) conference rules about everything
- There are companies that can be hired to try and break into the computer system
- Chris says we are on the right track
- A lot of money spent on this project
- Liability is difficult if you are in and out of compliance
- New LENOX wall mounted, no one can access
- Password change day next week (second week of May)

Social Media Policy

- Talk on list-serve, a lot talk—complicated
- Disgruntled employees insurance being brought up now--\$800-\$50,000
 - Until we find out how much, cannot really decide

Officers and directors insurance

- Necessary--\$1,000,000 worth of coverage for each board member
- Very inexpensive (\$1,143-\$1,304)
- As long as you do what you are supposed to as a board, things are fine—running the copy?
- Bigger issue in private sector
- **Indemnification—Chris will check into it (It is in our by-laws)**
- How does insurance fit into indemnification?
- Changing rapidly, can be fined, how they are holding people accountable

QUESTIONS

- Is there a way to insure working members?
 - Rules concerning this come from labor laws
 - Could put a dollar amount on their work
 - **Chris will look into it**
- Bartering—worker's comp., policy based on payroll
- Regular insurance covers if a person (working member) gets hurt on job but not if directed by COOP worker to do something

Closing

Chris says we are in really good shape.

Patty feels supported and in good shape.

Agenda was amended to reflect time remaining in the meeting.

Old Business

Elect officers

Current slate of officers was nominated and seconded. All were in favor.

Newsletter

Joanne wrote article for newsletter

Kathleen write about John, comment about is new leadership role

Tabling

Moved to next meeting, all think about new name!

Monitoring Reports

Board—D1

Abiding by 10 principles.

Motion that we are in compliance, motion seconded.

Discussion:

- #4—when staff and GM are on board could get sticky—leaves out board
- Model written for different structure

- Carter model does not want staff on board
- It is on retreat agenda (Thane)
- Other models of policy governance
- Define the role of staff representative and their responsibility on the board
- **Have a clear idea of this before the retreat**
- Conflict of interests piece important
- As long as everyone behaves appropriately
- Could achieve more if all of the roles are defined, parameters of staff representatives
- Get more information from other COOPS
- **Kathleen speak with Thane, meet with John—beginning the conversations to get this going**

D1 in compliance? All in favor, no one abstained.

Annual Meeting Agenda

- Brian will talk about his conversations with CR

Financial Report

B3

- Staff asking questions about lack of staff bonus' if COOP is doing well
 - Numbers based on previous year

Motion that we are in compliance, motion seconded.

Discussion:

- Nice job

All in favor, Alice abstaining.

Store Update

- Sales continue to be great—12% growth
- 9.65% in April
- Inventory in July—we will know more then
- \$10,000 average every day
- 2 days week United Naturals delivery vs. 3 days—save money on gas
- Planning staff meeting, idea of the financials at the COOP

Adjourn

- Meeting adjourned 8:55