

Coop Board of Directors
January 3, 2013

Members present: Matthew Kyer, Kathleen Krider, Bryan O'Hara, Alice Rubin, Stephanie Golaski, Joanne Todd, John Clark, Johnnie Walker, Bruce Oscar, Kirk Begg

Minutes recorded by Roxana Mocanu

Call to order 7:13 pm

Approved December meeting minutes: Joanne made motion to approve, Kirk seconded the motion, Johnnie abstained, everyone else voted in favor, motion passed

Members speak out: No members spoke up at this point

Old Business

- CBLD (Cooperative Board Leadership Development) update:
 - A new CDS (Cooperative Development Services) consultant has been assigned (per the Board's request). His name is Todd, and his area of expertise is member engagement. The first phone meeting with Todd is scheduled for Wed Jan 9.
 - The Board will invite Todd to speak at the annual meeting on April 7.
 - The Board had requested a credit be issued for not having a CBLD consultant at last year's retreat. CBLD responded by suggesting that we can have two retreats facilitated by a consultant this year. Members of the Board discussed if a second retreat is needed/useful. One suggestion was to have a retreat to discuss the topic of patronage rebates.
 - Several Board members intend to participate in the workshops presented by CBLD in Brattleboro VT on Jan 26.
- Annual retreat ideas:
 - 501-C3:
 - A 501-C3 foundation could be set up as a separate entity from the Willimantic Food Coop. The 501-C3 section would be tax-exempt.
 - One of the foundation's goals would be to encourage community involvement in agriculturally-related issues
 - A portion of the Coop's profits could be donated to the 501-C3 foundation to be used for purposes such as providing educational opportunities on topics including nutrition, food production, cooking, food security, etc.
 - Patronage rebates: the topic of patronage rebates will be used as a starting point in the discussion on member engagement with Todd (the CDS consultant)
- Other topics:
 - Comments on the Board clip-board at the Coop:

- Over the course of the past few months, comments on the clip-board have indicated that one or more people are unsatisfied with the timeliness of posting the Board meeting minutes. The Board discussed this issue, and brainstormed possible ways to address it.
- It was decided that going forward, all comments will be collected over the course of the month, but no reply will be posted until the Board has had a chance to review these comments at the monthly Board meeting. The official reply issued by the Board will be posted on the clip-board subsequent to the meeting. People leaving comments are encouraged to include their names if they would like an individualized response to their comment.
- Neighboring Food Coop Association:
 - The Willimantic Food Coop is now a member
 - the annual meeting is scheduled for Feb 9 in Putney VT. The purpose of the meeting is to discuss the future direction of Coops and encourage collaboration between Coops. Up to three Board members may attend the meeting.

New Business

- Annual meeting planning:
 - The meeting will be held in the Ballroom on April 7 starting at 6 pm
 - A band (Poor Old Shine) will be performing at 7 pm
 - Potluck desert will be served
 - Two of the Board members will be running for re-election.
 - An announcement will be sent out (by mail) to all members describing the agenda for the meeting and the details of the election. The timing of the mailing needs to be more than 10 days, but less than 50 days before the meeting.
 - The election can be done either through a paper ballot or by taking nominations off the floor during the meeting
- Staff bonuses:
 - bonuses were approved at the November meeting
 - After the year-end financial data has been finalized, the amount of the staff bonuses will be determined and will be presented to the Board for approval at the February 7 meeting.
 - One of the Board members suggested that in the future, it may be helpful to organize a general staff meeting to provide staff members with an understanding and appreciation for how staff bonuses are allocated, and to allow staff members an opportunity to have more input/involvement in the decisions that affect staff bonuses. This suggestion may be

discussed in further detail at the annual retreat.

- An updated statement on the practice of allocating staff bonuses is currently being drafted and will be included in the policy governance and HR/personnel manual.
- Building Discussion: several Board members will visit the Building across the street from the Coop on Sat January 5 at 10:00 am with the intent of gathering information for the purposes of a hypothetical future expansion.
- Willimantic Food Coop's birthday party is scheduled for February 9 from 11 am to 5 pm. All Board members are encouraged to attend.

Monitoring Reports:

- C.1:
 - The Board reviewed monitoring report C.1
 - Matthew motioned that we are in compliance, Stephanie seconded, and all voted in favor, motion passed.
- Staff Treatment and Compensation
 - Some staff members expressed concern over staff terminations and management structure. The Board has been made aware of these issues, and the staff representative to the Board has suggested that staff members may file grievance procedures and/or discuss these issues with the HR rep.
 - Joanne motioned that we are in compliance. Stephanie seconded, Alice and John abstained, everyone else voted in favor, motion passed.

Store Update:

- latest sales growth figures: 8.8% growth over last December, 12.5% over previous year
- new members: 34.7% more new members joined this year compared to last year
- Steve Scanlon is the newly-appointed grocery manager
- A produce manager has not yet been selected
- The management representatives to the Board indicated that the week of Christmas was a very busy time (and generated high sales), and that the staff performed very well

Board Calendar review: no new information to be reviewed at this point

Adjourn: Matthew proposed a move to adjourn the meeting, Joanne seconded the move, and all were in favor, motion passed. Meeting adjourned at 9:15 pm.