

Coop Board of Directors  
February 7, 2013

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

Minutes recorded by Roxana Mocanu

**Call to order** 7:08 pm

**Approved January meeting minutes:** Matthew made motion to approve, Joanne seconded the motion, all voted in favor, motion passed

**Members speak out:**

- BOD board: an anonymous comment suggested that there needs to be a public discussion before any decisions are made about the possible purchase of the building across the street
- The current scribe (Roxana Mocanu) for the board meetings will be taking a year-long maternity leave. A new scribe (Andrea Epling) will start at the board's next meeting (in March).
- Matthew proposed a change to the agenda for the February board meeting. Matthew made a motion to have the topic of "GM bonus/raise discussion" moved to the end of the meeting. Stephanie seconded the motion, everyone voted in favor, and the motion passed.

**Old Business**

- CBLD (Cooperative Board Leadership Development) update:
  - A phone conversation with Todd, the new CDS (Cooperative Development Services) consultant, took place on Wed Jan 9. It was decided to schedule future phone discussions with Todd for the first Friday of each month (i.e. the day following the Board meeting) at 10:00 at the Coop. All Board members are encouraged to participate in the phone conversation with Todd (a speaker phone is available at the Coop). Some of the Board members suggested it would be easier for them to participate if a conference call was set up, such that people could just dial into the call from their own office, as opposed to having to be physically present at the Coop.
  - Todd's area of expertise is member engagement, and his input will be solicited to determine the best vehicle for obtaining meaningful and timely feedback from Coop members regarding the purchase of the building across the street.
- CDS Training Notes:
  - A seminar was held in Brattleboro on Jan 26. Three of the Board members participated.
  - 501-C3:
    - Several other coops are considering adding a 501-C3 entity/foundation as an extension of their coops
    - A member of the Ithica coop, which currently has a 501-C3 component, spoke to the Willi Food Coop's board members and cautioned them that a clear mission statement needs to be established prior to setting up the 501-3C component.

- Next CDS training seminar will take place on March 16 on the topic of strategic planning. Several board members have expressed interest in attending.
- Patronage rebates: this topic will be taken off the agenda until further notice, to be replaced by a new topic: several staff members have suggested introducing scannable cards to be used at the cash register (instead of the old membership cards). These new scannable cards could also be used as ID for customers writing checks. One concern which has come up regarding the use of these scannable cards is privacy (making sure that they will not be used for tracking).
- Annual meeting:
  - The meeting will be held in the Ballroom on April 7 starting at 6 pm
  - a draft version of the agenda was reviewed by the board members. The agenda will be finalized at the next board meeting (March 7)
  - a article containing information on the annual meeting will be included in the next Coop newsletter. The deadline for submissions for the next newsletter is Feb 11. For the most part, the newsletter is sent out through email (hard copies are also available at the coop and are sent out to members who have requested it).
  - the invitations to the annual meeting will need to be mailed out (not email) to all members 10 to 50 days before the date of the meeting. This mailing will most likely consist of a single piece of paper, which will include the announcement of the meeting (date, time, location, etc), the agenda, and the voting info (i.e. bios of the board members running for election or re-election)
  - invitations to the annual meeting will be sent out to 3 other coops: Fiddleheads, Elm City and Local Beet
- The Coop's birthday party has been postponed to Sat Feb 16 from 11 to 5 due to the snow storm
- Investment Policy:
  - a proposal for changes to policy B.3 (Financial Condition and Activities) was reviewed by Board members.
  - Stephanie made a motion to approve the changes to policy B.3. Bryan seconded the motion, all voted in favor.
  - The policy governance manual will be updated to reflect the latest changes to policy B.3
- Staff Bonuses:
  - a statement of practice message regarding staff bonuses has been drafted up and reviewed by the board. The purpose of this message is to clarify to the staff how the management of the Willimantic Food Coop allocates staff bonuses each year.
  - The statement of practice message will be finalized at the March 7 board meeting and will be included in the Board's policy governance manual and well as the HR/personnel manual.
  - Bonuses will be paid out by March 15.
  - One of the board members pointed out that the current policy governance manual does not include a statement specifying that the Board needs to approve the GM's expenditure authority for any

expenditures exceeding 10,000\$. This information was accidentally omitted during the last revision to the manual and needs to be added back into the manual.

## **New Business**

- **Building Discussion:**
  - several Board members visited 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.
  - The board is looking into several issues related to the possibility of purchasing the building, including: environmental concerns, zoning, parking lot issues, and financial implications of ending the current lease.
  - A separate meeting will be set up to discuss the next step and timeline

## **Monitoring Reports:**

- **C.2:**
  - The Board reviewed monitoring report C.2
  - Joanne motioned that we are in compliance, Kirk seconded, and all voted in favor, motion passed.
- **Financial Condition (4<sup>th</sup> quarter, and year-end):**
  - the Coop did well financially in 2012
  - Joanne motioned that we are in compliance, Matthew seconded, Alice and John abstained, all others voted in favor, motion passed.

## **Store Update:**

- **NCGA (National Cooperative Grocers Association)**
  - The Willimantic Food Coop's application for membership has been approved
  - The first meeting will take place in St. Paul, MN in April – one member of the Coop's staff as well as one of the Board members will be attending
  - A survey sent out by the NCGA will need to be filled out by the Board and submitted online by Feb 28
- The Coop's metal shopping carts have been disappearing. They will be replaced with plastic ones.
- John Clark has been the staff representative to the Board for the past year. No other staff members have volunteered for the position, so John will continue in this role for the next year.

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

Bruce Oscar, John Clark, and Alice Rubin left the meeting at this point.

**Entered Executive Session** at 9:05 pm

- Board approved GM bonus and raise

**Exited Executive Session** at 9:15 pm

**Adjourn:** Joanne proposed a move to adjourn the meeting, Kathleen seconded the move, and all remaining members (except for Bruce Oscar, John Clark, and Alice Rubin, who had left the meeting prior to the start of the executive session) were in favor, motion passed. Meeting adjourned at 9:15 pm.