

Willimantic Food Co-op
Board of Directors Meeting
February 5, 2015

Present: Chris Dubis, Bryan O'Hara, Alice Rubin, Stephanie Golaski, Bruce Oscar, Johnnie Walker, Kirk Begg, Kathleen Krider, Patty Smith

Call to Order: 6:43

Board Board

No report from the board, board.

Members Speak Out

No member speak out

Approve Minutes (January)

Chris Dubis moved to accept minutes, second Kirk Begg

All in favor

Alice will get the write up from Matthew G. (Lawyer)

Bryan O'Hara abstain

Monitoring Reports

○ **Board**

- *Board Policy C.1. Unity of Control* Kirk moved, Johnnie second, limited discuss, All in favor
- *Policy C.2. Accountability of the Manager* Jonnie moved, Chris second
How can you evaluate your GM if the boards only link to the Coop is through the GM?—Bryan
- Staff survey and monitoring reports are ways to address this issue
- Possible removal of the opening intro to C2, next time the policy governance committee meets, address this issue
- In compliance under the current policy but want to change the policy for the next year
- All in favor

○ **GM Report**

- *Staff treatment and compensation*—Bryan moved to table, Chris second
Discussion—Alice will not be available March meeting, All in favor of tabling, no one abstained
- *Financial Condition* (4th quarter and the year end)
- Stephanie moved, Kirk second, discussion—what are our options for alternative investments? Local banks? Green companies? Coop fund of New England—invest more? Keeping the investments local? Lighting

upgrade—saving on overall yearly electric bill—All in favor, Chris and Alice abstain

Store Update

- Food for Change-will address in the annual meeting conversation
- Birthday party—little shy on birthday cakes, currently we have 19, music, great invitation, awesome display of the brands and products that we sold in 1980 interspersed with photos—“shop like it is 1980”—fun!
- Polar Plunge—7 staff members, Squash Squad members from Grow Windham

Old Business

- Vote to amend changes to by-laws—How will we present the changes to the members? A few questions concerning the Certificate of Amendment.
 - Article IV: Board of Directors—Section 4.1: Powers and Duties, Section 4.2: Classification, Election, Terms (staff representation on the board—1 year vs. 3 year position) cannot easily be in the by-laws that the staff rep. should be a three year position
 - Minor wording changes in the by-laws (ex. mail vs. given)—we need clarification from Matthew G. about preferred means of communication with members
 - Original Certificate of Amendment—Matthew G. recommended two changes, different classes of members that make up the board, in the end he said we should not change it. Section on indemnification—the sections are written to protect board members (sections 6-9)
 - By-laws are pretty straight forward. Are we comfortable with presenting changes to the members at the annual meeting? Members are voting on accepting the entire package, not item by item. (A quorum at our annual meeting would be 25 members.)
 - Lengthy discussion ensued, Alice will follow-up with Matthew G.
 - Ask Matthew G. for clarification on procedures for voting on by-laws.
 - Summarize that these are house-keeping changes, nothing big, come to the meeting to vote.
 - We accept the changes as written by Matthew G. and we are willing to present these changes to our members Bryan moves yes, Johnnie second—all in favor
 - Kathleen and Alice will meet to get this information together for the mailing, within the next few weeks.
- Annual Meeting Planning
 - April 19th, 6:30 p.m. Bellingham Ballroom
 - Matthew Kyer and Kirk Begg will be running to renew board membership—our board slate
 - No movie—music possibility—world music, drum circle, Can Kickers? Community building—local producers panel with a moderator—subcommittee—Chris, Bryan, Stephanie will meet to discuss—local food production is the topic—Request for proposal—thanking, celebrating, honoring the people that are growing our food. Inviting those people

that have been with us for almost 35 years? Theme longevity of the Coop. local, sustainable, food systems, put it out to everybody, we are going to have this discussion, specifically a panel discussion, are you interested in participating on this panel, member-owned, nutritious, local high-quality, affordable, promoting the cooperative principles in their enterprise—a producer from each department—ALL POSSIBLE IDEAS. Everyone can come, but have a few on the panel—MEET THE PRODUCER theme, by Friday of next week 2/13—QUALITY FOOD PRODUCTION

- Agenda—Matthew and Kathleen will work with Alice to create annual meeting agenda
- Surcharge issue—discussed with the members over the next year
- Kirk’s expansion conversation—going through feelings of being bummed about expansion project, sharing feelings about getting excited and momentum going and then experiencing something that halts that feeling—taking a pulse of the board members—examining where we are with those feelings, the energy put into it, and the disappointment of a plan not coming to fruit. The energy is still present and will be available when new opportunities arise. Feelings of relief and great reflections on the process of expansion. GREAT LEARNING EXPERIENCE!

Stephanie moved to adjourn, Kathleen second meeting adjourned 9:00