

**Willimantic Food Co-op  
Meeting of the Board of Directors  
December 3, 2015**

**Attending:** Chris Dubis, Bryan O'Hara, Kathleen Krider, Matthew Kyer, Alice Rubin, Joanne Todd (arr. 7:30pm), Johnnie Walker.

**Absent:** Stephanie Golaski.

**Others Attending:** Patty Smith, Bruce Oscar; several members at various points.

**Call to Order:** 6:40 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
Board Bulletin Board: - Q: Given budget surplus, why has Board chosen to expand co-op rather than lower prices or improve employee benefits? - Discussion of "open meeting" meaning (bylaws 5.7) vs. Robert's Rules. Members Speak Out: - Appreciation for directors reviewing issues of communications; asked if members might also attend training.	<i>Action:</i> Kirk draft response to question, circulate to directors for editing; then post.
<b>Subcommittee Reports</b>	
Member Communication	<i>Action:</i> determine whether to add other members, meet prior to Jan 7, select chair & recording sec'y.
Survey Member Communication committee will draft feedback about the survey results.	<i>Action:</i> move communication into Member Communication; do not establish subcommittee.
Annual Meeting Bryan, Kirk and Leigh Duffy.	<i>Action:</i> determine whether to add staff & other members, meet prior to Jan 7, select chair & recording sec'y.
GM Contract Kathleen chair, Kirk recording sec'y. Joanne & Matthew. Reviewed a contract template from CDS, liked some aspects, not others. Draft due ~ 1 month (Joanne developing).	
<b>Approve Minutes</b>	
November Board Discussion: none.	<i>Approved</i> (moved: Matthew; second: Kirk; abstained: Chris, Bryan)

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<b>Old Business</b>	
<p>Meeting Location</p> <ul style="list-style-type: none"> <li>- Concerns about noise &amp; distraction. However also more member attendance.</li> <li>- Revisit start time; next meeting will begin at 6:30.</li> </ul>	<i>Action:</i> Jan. meeting at WAIM. Bruce learn security system.
Staff Bi-weekly Newsletter	<i>Action:</i> Chris report items of interest from newsletter
<p>Professional Development Opportunities</p> <ul style="list-style-type: none"> <li>- CDS CBLD 1/9/2106 Keene NH – Todd recommended all directors attend. Co-op covers incidental expenses.</li> </ul>	<i>Action:</i> Directors self-register.
Twin Pines	<i>Action:</i> Kirk provide written recommendation/status update.
<b>New Business</b>	
<p>Confidentiality &amp; Board Responsibility</p> <ul style="list-style-type: none"> <li>- Todd feedback: lens needs to be openness; however Board also has duty to Co-op to take time to distill &amp; accurately present information. Public visibility vs. member visibility.</li> </ul>	<i>Action:</i> Directors review material from Todd, if desired request Board discussion.
<p>National Co-op Grocers (NCG) Contract</p> <ul style="list-style-type: none"> <li>- Now require Board resolution approving agreement. A few changes to member programs.</li> <li>- NCG good program, helpful in pricing; concern about lack of limitation on Remedy. (Patty will convey that concern.)</li> </ul>	<i>Action:</i> Board resolved to approve contract (moved: Joanne; second: Chris; abstain: Johnnie)
<b>Board Policy Monitoring Reports</b>	
D.6: Officer's Role	<i>Substantially in compliance</i> (moved: Joanne; second: Kathleen)
<b>General Manager Reports</b>	
<p>B.2: Financial Planning</p> <ul style="list-style-type: none"> <li>- Will need to do an accrual that will reduce income due to change to generic leave time for staff.</li> <li>- Need for 2-year plan? Not yet.</li> </ul>	<i>In compliance</i> (moved: Kirk; second: Joanne; abstain: Chris, Alice)
<p>B.3: Financial Condition &amp; Activities</p> <ul style="list-style-type: none"> <li>- Sales continue to increase but at slower rate. (Other co-ops are experiencing declines.)</li> </ul>	<i>In compliance</i> (moved: Matthew; second: Kirk; abstain: Chris, Alice)
Financial Report - provided by email	

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<p><b>Store Update</b></p>	
<ul style="list-style-type: none"> <li>- Sales growth steady at 7% YTD, Oct 8%. Sales margin 7.3% for year.</li> <li>- Staff survey completed; very positive staff feedback. Outstanding front-end service.</li> <li>- Record Thanksgiving period sales.</li> </ul>	
<p><b>Executive Session</b> – not needed</p>	
<p>Staff bonus vote will occur by email before end of December</p>	
<p><b>Parking Lot</b></p>	
<ul style="list-style-type: none"> <li>- Handling of member input at Board meetings.</li> <li>- Gary Greenburg &amp; Steve Murphy possibly invite to discuss tracking.</li> <li>- Joanne re Neighboring Food Co-op Ass'n (NFCA)</li> </ul>	<p><i>Action:</i> Ask Gary and Steve to meet, provide written points of concern and steps taken before Board meeting.</p>
<p><b>Meeting adjourned</b></p>	<p>8:42pm (moved: Kathleen; second: Bryan)</p>
<p><b>Board Action: Employee Bonus</b> The board of directors of the Willimantic Food Co-op has approved a bonus of \$65,000 to be given to the entire staff of the Food Co-op, including the General Manager. The lump sum will be divided up amongst all currently employed staff, based on the number of hours worked in 2015. This bonus will be paid out before March 15, 2016.</p>	<p>Approved Vote by email concluded 12/26/2015. S. Golaski: yea (12/24/15 12:23pm) K. Krider: yea (12/24/15 2:49pm) J. Walker: yea (12/24/15 9:43pm) M. Kyer: yea (12/25/15 6:18am) K. Begg: yea (12/25/15 10:19am) J. Todd: yea (12/26/15 9:59am) B. O'Hara: yea (verbal, per A. Rubin, 12/26/15) C. Dubis: abstain A. Rubin: abstain</p>