

**Willimantic Food Co-op
Meeting of the Board of Directors
January 7, 2016**

Attending: Stephanie Golaski, Bryan O'Hara, Kathleen Krider, Matthew Kyer, Alice Rubin, Joanne Todd, Johnnie Walker.

Absent: Chris Dubis

Others Attending: Bruce Oscar, Patty Smith, Susan Spak, Leigh Duffy, Carol Silva

Call to Order: 6:45pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: nothing posted Members Speak Out: Q: protocol for posting minutes & meeting location? Only seeing 2 mos ago. A: minutes not posted until approved at subsequent meeting. Post agenda in advance?	<i>Action:</i> Patty post meeting agenda at store once sent to directors.
Approve Minutes	
December 2015 Board Bryan confirmed his staff bonus vote.	<i>Approved</i> (moved: Matthew; second: Bryan; abstained: Stephanie)
Subcommittee Reports	
Member Communication - Q: do minutes of subcommittees become part of Board minutes? A: communication to Board, not part of Board minutes. - Primary contact: Leigh Duffy; M. Kyer, A. Rubin, K. Begg, L. Wrobel	<i>Action:</i> when possible email reports to Matthew by Sunday before monthly Board meeting for inclusion in Board packet.
Annual Meeting Planning - Bryan chair; Leigh scribe. - Proposed April 23 for meeting date; move to Saturday. (Is 1 st day of Passover) - Propose catering "light fare" meal for better attendance. - 30-45 minutes for business, possibly a speaker and band. - Band wants to know if can sell tickets for admission at end. - Having membership votes on "big issues" could be a draw. - Discussion: purpose & focus of votes; advisory vs. binding votes. Perhaps have round-table discussion?	<i>Action:</i> Saturday April 16 preferred date. Confirm location – town hall available? Contact at least one caterer for ballpark costs. <i>Action:</i> Need meeting announcement & agenda by March 1 for publication. <i>Action:</i> Subcommittee provide draft proposal to Board before February 4 meeting.
GM Contract Subcommittee meeting January 26.	

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Old Business	
<p>Twin Pines Report (Kirk)</p> <p>Cooperative Community fund (Dave Thompson). Co-ops donate money into fund which is invested in startup co-ops. Donating co-ops determine which community initiatives are supported by interest payments.</p>	<p><i>Action:</i> Kirk will distribute slides from workshop. Johnnie investigate specifics.</p>
<p>Location & Time of Board Meetings</p> <p>Meeting at co-op distracting for some. WAIM is cold. Co-director of Kerri Gallery offered that space but dependent on events.</p>	<p><i>Action:</i> Return meeting time to 7:00pm, still at WAIM for Feb. (Kirk ask Steve M. to change website.)</p> <p>Stephanie serve as meeting timekeeper.</p>
<p>CLBD (Jan. 9, Keene NH)</p> <p>Worked out carpooling.</p>	
<p>Legal Structure of Co-op</p> <p>Email from Urban: lawyer willing to work with WFC on whether can distribute patronage rebate under current incorporation & options for addressing it if not. No expense to WFC; supported by grant.</p>	
New Business	
<p>Neighboring Food Co-op Association (NFCA) (Joanne)</p> <p>Food co-op trade ass'n for New England; 35 members mostly MA, VT. Marketing & advocacy for co-ops; educating co-op ass'ns and employees.</p>	<p><i>Action:</i> give Joanne feedback on benefits of NFCA and challenges they could help with.</p>
<p>Change to Policy Governance D.6 <i>Officer's Role</i></p> <p>Revised D.6.2 from "Officers may delegate their authority but remain responsible for its use." to "Officers may delegate their responsibilities, as outlined in the bylaws, but will remain accountable for seeing these responsibilities carried out."</p>	<p><i>Action:</i> approved (moved: Joanne; second: Stephanie)</p>
<p>Newsletter</p> <p>By Mar. 1 for annual meeting must provide time, date, location, agenda, slate of candidates for Board, nomination process, background material. Stephanie and Joanne seats are due.</p>	
Board Policy Monitoring Reports	
<p>C.1: Unity of Control</p>	<p><i>In compliance</i> (moved: Matthew; second: Johnnie)</p>
General Manager Reports	

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<p>B.1: Staff Treatment and Compensation</p> <p>Survey results were outstanding; huge turnaround from 4-5 years ago.</p>	<p><i>In compliance</i> (moved: Matthew; second: Joanne; abstain: Alice)</p> <p><i>Action:</i> Patty summarize results of survey for newsletter</p>
<p>Store Update</p> <ul style="list-style-type: none"> - December strong; sales up almost 7.5% from last Dec; for year up 7.29%. - Additional 6K in equity collected. - Departmental reorganizations effective. 	
<p>Board Calendar Review</p>	
<p>February meeting at 7pm at WAIM. (Feb 13th WFC “birthday”)</p>	
<p>Parking Lot</p> <ul style="list-style-type: none"> - Discuss when during meetings members have opportunity for comment. - Role of director when participating on Board subcommittee. - Parameters and rationale for determining staff bonus and who responsible for determining the amount (e.g. what constitutes “adequate income”). 	
<p>Meeting adjourned</p>	<p>8:40pm</p>