

**Willimantic Food Co-op
Meeting of the Board of Directors
June 2, 2016**

Attending: Kirk Begg, Linda Brock, Bryan O’Hara, Wendy Jakoboski, Matthew Kyer, Alice Rubin, Joanne Todd, Johnnie Walker.

Absent: Kathleen Krider

Others Attending: Patty Smith

Call to Order: 7:08pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: - Nothing new on the board Members Speak Out: - No other members in attendance	
Approve Minutes	
May Board Add Patty to minutes distribution.	<i>Approved</i> (moved: Matthew; second: Johnnie)
April Mini-Retreat Discussion: disagreement about wording of paragraph under “Transparency”; directors to communicate possible revision and revisit at July meeting.	<i>Tabled</i> (moved: Matthew; second: Joanne)
Subcommittee Reports	
GM Contract - Contract sent to Heather Wright (att’y) for review and have had some follow-up questions. Expect to bring to an Exec Committee meeting prior to next Board meeting.	
Strategic Planning - Kirk and Linda assembled initial materials; Kirk drafted a “high level” concept for feedback from Todd Wallace. - Directors encouraged to consider what “strategic plan” means, ideas of content and process, for future discussion. - Possible next steps: <ul style="list-style-type: none"> • incorporate planning process into annual retreat. • Joanne advocates for Board as a whole develop big-picture direction and possibly more detailed strategy is delegated to subcommittee for work • Pre-work by Todd for retreat – feedback on environment or how others have approached? • CDS has structured expansion planning process; perhaps also for strategic planning? 	<i>Actions:</i> Directors review provided materials prior to July meeting. Kirk/Kathleen contact Todd with retreat planning suggestions during next week.
Old Business	
CCMA	

**Willimantic Food Co-op
Meeting of the Board of Directors
June 2, 2016**

<p>- Everyone attending expects to be there Saturday; some will not be there Friday</p>	
<p>Expansion & Planning</p> <ul style="list-style-type: none"> - Church St. <ul style="list-style-type: none"> • GEI's Phase I evaluation complete; have documentation that indicate property is free of environmental concerns. Can either pay \$700 for formal report (needed for financing) or forgo. Based on document research and general site inspection. • Need to determine environmental condition of building itself; costs ~\$5500, asking owner to split cost and they would retain report for future use. • Our 90-day timeline has not yet begun; owner has allowed evaluation without having accepted our LOI. • Need to be clear on owner's disposal obligations for contents that are not affixed. • Consensus is we have obligation to protect safety and fiscal security; cannot expect land is "clean" to food production standards. - Lease Update <ul style="list-style-type: none"> • Alice met with landlord; proposed 10-year lease with 18-month escape clause, option for up to two additional 5-year extensions. Added maintenance of sprinkler system (to be split). No rent increase for 10 years. Landlord committed to expense of capital improvements & Co-op will manage (roof; parking lot). Given to our lawyer for write-up, then goes to landlord's lawyer; aiming to finalize by September. 	<p><i>Action:</i> Will pursue obtaining the formal report of the property (not facility) environmental condition.</p> <p>Alice will get further information on extent to which we are liable – e.g. projected financial risk – if were to do construction and hazards were found.</p>
<p>Retreat Date: July 31 confirmed; 8:30-3:00?</p>	
<p>Parking Lot Review</p> <ul style="list-style-type: none"> ▪ Revisit Ends policy wording. Draft before getting comparisons from Todd. <i>[future]</i> ▪ Review policy B.3; should GM have authority to expend funds for non-operational purposes? <i>[future]</i> ▪ Follow-up on member tracking concerns (obtain info from Gary Greenburg & Steve Murphy). ▪ Role of director on & handling of Board subcommittees. <i>[future]</i> ▪ Parameters and rationale for determining staff bonus and who responsible for determining the amount. <i>[addressing in planning context]</i> ▪ Update Director code of conduct; revise by-laws re: removal of directors (Board not authorized, per lawyer). <i>[future]</i> 	<p><i>Action:</i> Member tracking issue addressed; remove.</p> <p>Add existing Parking Lot items to bottom of monthly agenda when sent out.</p>
<p>New Business</p>	
<p>Retreat Agenda Suggestions</p>	

**Willimantic Food Co-op
Meeting of the Board of Directors
June 2, 2016**

<ul style="list-style-type: none"> - Eat & drink coffee - Strategic Planning process. Relates to ends and expansion planning. - Establishing annual financial targets/guidelines. Relates to patronage rebate, staff compensation and charitable giving goals. 	
<p>Co-op Budget Submission & Approval Timeline</p> <ul style="list-style-type: none"> - Reminder to address Board budget in September 	
<p>Newsletter Articles</p> <ul style="list-style-type: none"> - Johnnie and Kirk drafts reviewed & some edits suggested 	
<p>Fiddleheads Annual Retreat</p> <ul style="list-style-type: none"> - was dynamic and enjoyable; celebratory mood 	
<p>Board Policy Monitoring Reports</p>	
<p>D.1: Governing Style</p> <ul style="list-style-type: none"> - Joanne provided some copies of the "10 Principles" 	<p><i>In compliance</i> (moved: Matthew; second: Joanne)</p>
<p>General Manager Monitoring & Reports</p>	
<p>B.6: Emergency Management Succession</p> <ul style="list-style-type: none"> - 	<p><i>In compliance</i> (moved: Matthew; second: Linda; abstain: Alice)</p>
<p>Store Update</p>	
<ul style="list-style-type: none"> - Patty checked in with our NCG "Corridor" advisor; our sales performance bucking the trend is standing out - Sales growth YTD 11-1/2%; wellness supplements over 20% growth. 	
<p>Executive Session</p>	
	<p>none</p>
<p>Meeting adjourned</p>	
	<p>8:58pm (moved:Matthew; second:Bryan)</p>