

**Willimantic Food Co-op
Meeting of the Board of Directors
December 1, 2016**

Directors Attending: Kirk Begg, Linda Brock, Wendy Jakoboski, Bryan O'Hara, Kathleen Krider, Matthew Kyer, Alice Rubin, Joanne Todd, Johnnie Walker

Absent: none

Others Attending: Bruce Oscar, Patty Smith, Roxana Mocanu (scribe)

Call to Order: 7:15 pm

Due to unforeseen circumstances (Keri Gallery was unavailable), the meeting was moved to the Willi Food Coop.

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: - None Members Speak Out: - None	<i>Action: none</i>
Subcommittee Reports	
Annual Meeting - Bryan and Kirk had an initial meeting to review agenda items for the annual meeting	<i>Action: Bryan and Kirk will give an update in January Action: Alice to set the date for the annual meeting</i>
GM Contract - Nothing new to report until January 2017	<i>Action: Joanne and Kathleen will meet to review GM contract and report back in January</i>
Approve Minutes	
November Board Discussion: None	<i>Approved (moved: Joanne; second: Linda)</i>
Old Business	
87 Church St - The contract has been amended to reflect the Buyer's and Seller's responsibilities during the Due Diligence period, ending on Dec 28, and has been electronically signed by The Seller. The Seller is currently working with GEI to delineate the contaminated area. Cleanup of the contaminated area in compliance with state guidelines will be completed by Dec 28. The Title search and Engineering Report are complete. The closing date will be set within 30 days of Dec 28. - The Board voted to authorize Alice to sign the amended contract. - A letter has been written on behalf of the Board in response to a member's concerns regarding the proposed expansion.	<i>Approved (moved: Joanne, second: Kirk, abstained: Alice) Action: Alice to mail the letter to the member</i>

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<p>87 Church St (cont'd)</p> <ul style="list-style-type: none"> - Board members agreed that some of the information contained in the letter should also be shared on the WFC website and during the annual meeting. Suggestions of the type of information to be included: - defining the WFC's strategic direction - showing the contribution of profit on sales and membership shares to the total Cash Balance - showing how the WFC has been using the Basics program to offer low-cost, high quality products - employee compensation 	<p><i>Action: Kirk to gather information and put together a presentation to be shared at the Annual Meeting</i></p>
<p>Parking lot</p> <ul style="list-style-type: none"> - Review policy B.3: should GM have the authority to expend funds for non-operational purposes? - Review and revise bylaws and policies as needed; proposed changes will be included in the February newsletter prior to voting at the Annual Meeting 	<p><i>Action: Kathleen to add Policy B.3 to January agenda</i></p> <p><i>Action: Bryan, Linda and Matthew to present the proposed changes at the January board meeting</i></p>
<p>New Business</p>	
<ul style="list-style-type: none"> - CBLD/CDS training (1/7/2017) in Keene, NH - Staff Bonuses: Proposed motion to give the General Manager the authority to pay out staff bonuses not to exceed 69,000\$. Need to clarify and communicate the process by which staff bonuses are determined (e.g. explain factors influencing the amount of staff bonuses) 	<p>Wendy and Linda will attend</p> <p><i>Approved</i> (moved: Matthew, second: Johnnie, abstained: Alice)</p>
<p>Board Policy Monitoring Reports</p>	
<p>Policy D.8: Governance Investment</p> <p>Discussion: while we are substantially in compliance, more work needs to be done on the orientation and training of new directors.</p>	<p><i>In compliance</i> (moved: Joanne; second: Matthew)</p>
<p>General Manager Reports</p>	
<p>October Financial Report</p>	<p><i>In compliance</i> (moved: Linda; second: Johnnie; abstained: Alice)</p>
<p>Store Update</p>	
<ul style="list-style-type: none"> - Sales: 5% growth in November; 8.7% growth ytd - 276 new members joined in November, for a total of 898 new members ytd - some staff changes - craft vendors for the month of Dec 	
<p>Executive Session</p>	<p>None</p>
<p>Meeting adjourned</p>	<p>8:38 pm</p>