

**Willimantic Food Co-op  
Meeting of the Board of Directors  
January 5, 2017**

**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, Steve Murphy, Lynn Stoddard, Paul Torcellini, Roxana Mocanu (scribe)

**Call to Order:** 7:01 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
Board Bulletin Board: - None Members Speak Out: - None	<i>Action: none</i>
<b>Approve Minutes</b>	
December Board Discussion: Two minor corrections to the draft minutes	<i>Approved (moved: Linda; second: Wendy)</i>
<b>Guest Speaker</b>	
Lynn Stoddard (Director, Institute for Sustainable Energy - ECSU) and Paul Torcellini (Principal Engineer, National Renewable Energy Laboratory and Associate Professor at ECSU) presented information on "Performance-Based Acquisition: Creating the next generation of Energy-Efficient Buildings". The goal of the presentation was to provide an overview of some of the key elements that need to be considered in planning an energy-efficient building (specifically a zero-energy building) at no additional cost (relative to a conventional building).	
<b>Subcommittee Reports</b>	
Annual Meeting - The Annual Meeting is set for Sat April 1, from 6 to 8 pm. The location is TBD. The meeting will include a meal catered by "Not Only Juice". The meeting will start with a guest speaker (Grow Windham), followed by a financial overview, introduction of the current Board members, and voting on the Board members who are up for re-election. Lastly, there will be a presentation and discussion on the expansion project.	<i>Action: Johnnie and Kirk to investigate venue options and set a location by Feb 1</i>
GM Contract - Nothing new to report until Feb 2017	<i>Action: Joanne and Kathleen will review GM contract and report back in February</i>
Proposed revisions to bylaws: - The committee is reviewing/revising the bylaws as needed, and will provide the Board with monthly updates. Input from the Board and the attorney will be incorporated, and the final version will be presented for voting at the 2018 Annual Meeting.	<i>Action: Bryan, Linda, and Matthew to provide monthly updates. Action: Kathleen to add the bylaws revisions update to the agenda every month.</i>

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<b>Old Business</b>	
Staff Bonuses revisit - No changes will be made to the amount agreed upon at the Dec board meeting.	
87 Church St <ul style="list-style-type: none"> <li>- The environmental report is complete</li> <li>- The due-diligence date specified in the contract has been extended to January 11, 2017</li> <li>- The closing date is TBD (expected to be within a week of the Jan 11 due-diligence date)</li> <li>- An insurance policy is in place (will go into effect at the closing)</li> <li>- A Board resolution was proposed to authorize Alice to sign the closing documents consistent with the purchase agreement on 87 Church St</li> </ul>	<i>Approved</i> (moved: Joanne, second: Linda, abstained: Alice)
<b>Parking lot</b>	
<ul style="list-style-type: none"> <li>- Review and update policy governance document as needed</li> <li>- GM review – need to set date in March (Executive Committee)</li> </ul>	<i>Action: Matthew</i> to review older governance policy documents to find the correct wording for upper spending limit
<b>New Business</b>	
<ul style="list-style-type: none"> <li>- the next Board Meeting has been moved to February 9</li> </ul>	
<b>Board Policy Monitoring Reports</b>	
Policy C.1: Unity of Control Discussion: none	<i>In compliance</i> (moved: Kirk; second: Matthew)
<b>General Manager Reports</b>	
<ul style="list-style-type: none"> <li>- Policy B.1: Staff Treatment and Compensation Discussion: the livable wage adjustment process was addressed with the staff in March 2016. The process for getting a raise will need to be further clarified to the staff.</li> <li>- Policy B.3: Financial Condition and Activities Discussion: a multi-year financial plan is needed</li> </ul>	<i>In compliance</i> (moved: Linda; second: Bryan; abstained: Alice)  <i>Substantially in compliance</i> (moved: Johnnie; second: Wendy; abstained: Alice)
<b>Store Update</b>	
<ul style="list-style-type: none"> <li>- Sales: 7.34% growth in December, 8.56% ytd</li> </ul>	
<b>Executive Session</b>	
GM salary – review of last year’s two-step process moved to next month’s agenda	<i>Action: Kathleen</i> to add GM salary review to February agenda
<b>Meeting adjourned</b>	9:00 pm