

**Willimantic Food Co-op
Meeting of the Board of Directors
March 2, 2017**

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

Absent: Bryan O'Hara

Others Attending: Patty Smith, Alleya Jenkins, Roxana Mocanu (scribe)

Call to Order: 7:09 pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: <ul style="list-style-type: none"> • None Members Speak Out: <ul style="list-style-type: none"> • The "Wishing Tree" has been set up in the Cafe area to gather input/ideas on how to use the new building in a way that best serves our community. Some of the ideas gathered so far include: Deli/Cafe, Yoga, cooking classes, playgroup. 	<i>Action: none</i>
Approve Minutes	
January Board Discussion: None	<i>Approved (moved: Linda; second: Johnnie)</i>
Subcommittee Reports	
Annual Meeting <ul style="list-style-type: none"> • The Annual Meeting is set for Sat April 1, from 5 to 7:45 pm, at the Bellingham Ballroom (Willimantic Town Hall). • The meeting notices have been sent out. The agenda includes an expansion update and discussion. • Matthew will lead the voting for the Board election. There are 3 open seats on the Board, and 3 of the current members are running for re-election. • Board members have agreed to meet a few minutes prior to the meeting's start to perform a sound check. 	<i>Action: Patty to send the final (year-end) financial data to Joanne.</i>
GM Contract <ul style="list-style-type: none"> • In progress 	<i>Action: Joanne and Kathleen will continue to meet on this topic</i>
Proposed revisions to bylaws: <ul style="list-style-type: none"> • In progress • 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.</i> <i>Action: Kathleen to add the bylaws revisions update to the agenda every month.</i>
Old Business	
87 Church St	<i>Action: None</i>

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<ul style="list-style-type: none"> • Alice has sent out a final recap of the purchase • Cleanup is ongoing; GEI sent a request for proposal for hazardous waste cleanup • The insurance requires two fire extinguishers on each floor of each of the two buildings. • Members of the local community have expressed interest in displaying artwork on the outside of the building. 	
<p>Patronage Rebates</p> <ul style="list-style-type: none"> • The Board agrees that more info is needed in order to make an informed decision on whether to move forward on this topic or put it on the back burner. • Erbin will be invited to the May meeting to further discuss patronage rebates. • Non-member surcharge will need to be addressed in the near future. 	<p><i>Action: Kathleen</i> to add Erbin to the May agenda to discuss patronage rebates.</p>
<p>Parking lot</p>	
<ul style="list-style-type: none"> • Review older versions of Policy B.4 to get the exact wording of the spending limit, to be used as a starting point for the proposed changes for the next revision of the Policy Governance manual. 	<p><i>Action: Matthew</i> to review older governance policy B.4</p> <p><i>Action: Alice, Patty, and Joanne</i> to come up with a proposal for the wording and the amount to be included in the next revision of policy B.4</p> <p><i>Action: Linda</i> to send out the latest version of the Policy Governance Manual (dated Jan 7, 2016) to all Board members and to Steve Murphy, who will update the website</p>
<p>New Business</p>	
<ul style="list-style-type: none"> • Several Board members are planning to attend the NFCA conference on March 18 in Greenfield, MA: Joanne, Johnnie, Linda, Kirk, Alice (Patty and Kathleen may also attend). • CCMA conference, June 8 – 10 in Minneapolis, MN: a few board members have expressed interest in attending: Kirk, and maybe Kathleen and/or Patty. Early sign-up is March 14. 	<p><i>Action: Johnnie, Joanne, Linda, Kirk, Alice</i> (and maybe <i>Patty</i> and <i>Kathleen</i>) to register for NFCA conference by March 3</p>
<p>Board Policy Monitoring Reports</p>	
<p>Policy C.2: Accountability of the Manager Discussion: None</p>	<p><i>Substantially In compliance</i> (moved: Joanne; second: Matthew)</p>
<p>Policy C.3: Delegation to the Manager Discussion: None</p>	<p><i>In compliance</i> (moved: Linda; second: Kirk)</p>
<p>General Manager Reports</p>	
<ul style="list-style-type: none"> • GM Policy B.3: Financial Condition and Activities <p>Discussion:</p>	<p><i>In compliance</i> (moved: Joanne; second: Matthew; abstained: Alice)</p>

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<ul style="list-style-type: none"> ▪ Financial review of the 4th quarter 2016 has been completed. • Jan and Feb 2017 sales growth is lower than in 2016. • In the future, the Board will need to discuss how the profit goal gets set. 	<p><i>Action: Alice</i> to send out the year-end review prior to the Annual Meeting and the GM review</p>
<p>Store Update</p> <ul style="list-style-type: none"> • NFCA survey results showed 13% turnover rate for the WFC • Three staff members will be participating in the “Rising Stars” leadership training in Burlington in early March • Fiddleheads Coop has requested that one of WFC’s board members attend their board meeting to discuss member engagement and the recent purchase of 87 Church St 	<p><i>Action: Kathleen</i> to add “setting a date for the annual board retreat” to the April agenda</p>
<p>Executive Session The board entered Executive session at 8:45pm to briefly review the topic of GM salary. This is the second year of a two-year plan previously approved by the Board. Executive session was ended at 8:50pm.</p>	<p>Motion to enter ES (moved: Matthew, second: Linda)</p> <p><i>Action: Patty</i> to send Kathleen the GM salary two-year plan.</p> <p>Motion to end ES (moved: Linda, second: Johnnie)</p>
<p>Meeting adjourned</p>	<p>8:55 pm</p>