

**Willimantic Food Co-op  
Meeting of the Board of Directors  
May 4, 2017**

**Directors Attending:** Kirk Begg, Wendy Jakoboski, Alice Rubin, Kathleen Krider, Matthew Kyer, Joanne Todd

**Absent:** Linda Brock, Bryan O'Hara, Johnnie Walker

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

**Call to Order:** 7:09 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
Election of Officers: <ul style="list-style-type: none"> <li>• the election was uncontested – current officers will continue on in their roles</li> </ul> Board Bulletin Board: <ul style="list-style-type: none"> <li>• None</li> </ul> Members Speak Out: <ul style="list-style-type: none"> <li>• None</li> </ul>	<i>Election results approved</i> (moved: Matthew, second: Alice) Officers: Kathleen Krider – President; Kirk Begg – Vice President; Joanne Todd – Treasurer; Linda Brock – Secretary; Wendy Jakoboski – staff representative
<b>Approve Minutes</b>	
April Board Discussion: minor corrections will be made before releasing the final version Annual Meeting Discussion: slight change in wording from “constituents” to “members”	<i>April minutes approved</i> (moved: Kirk; second: Wendy; abstained: Kathleen, Matthew) <i>Annual meeting minutes approved</i> (moved: Matthew; second: Kirk)
<b>Subcommittee Reports</b>	
GM Contract <ul style="list-style-type: none"> <li>• the attorney’s marked-up contract has been received</li> <li>• the Exec Committee will meet to reconcile the different versions of the contract</li> <li>• a meeting will be scheduled with the GM to review the contract</li> <li>• the final version of the contract will be presented to the Board</li> </ul>	<i>Action: Exec Committee</i> to set up a date to review the GM contract
Proposed revisions to bylaws and policies: <ul style="list-style-type: none"> <li>• bylaws and policies subcommittee’s next meeting is scheduled on Thu May 11</li> <li>• the subcommittee will address bylaws and policy revisions as needed</li> </ul>	<i>Action: Johnnie, Linda, and Matthew</i> to provide monthly updates.  <i>Action: Kathleen</i> to add the bylaws revisions update to the agenda every month.
Expansion Planning: <ul style="list-style-type: none"> <li>• Board members met with Lynn Stoddard and Paul Torcellini on April 28 at 87 Church St</li> <li>• currently drafting up a request for proposal (RFP)</li> <li>• current focus is on clearly defining and prioritizing the requirements for the new space in terms of functionality (e.g. meeting space for x people, office space for y staff, sufficient kitchen space to prepare food for z people, etc), and defining</li> </ul>	<i>Action: Kathleen</i> to provide Alice with names and contact info of people who might be helpful in putting together the RFP

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<p>the budget.</p> <ul style="list-style-type: none"> <li>contractors will provide an estimate of the square footage needed to accomplish the required functions (starting with the highest priority requirements), within the budget as defined in the RFP.</li> </ul>	
<b>Old Business</b>	
<p>Patronage Rebates</p> <ul style="list-style-type: none"> <li>The Board needs more info to make an informed decision on whether to move forward with patronage rebates</li> <li>The Board plans to invite Erbin to a future meeting to obtain further info on patronage rebates.</li> <li>Mae Flexer, Susan Johnson, and other stakeholders (perhaps including a Fiddleheads representative) may also be invited to join in the discussion on CT state laws and regulations governing Cooperatives, specifically on the topic of incorporation and patronage rebates.</li> </ul>	<p><i>Action: Johnnie and Kathleen to email Erbin regarding patronage rebates</i></p> <p><i>Action: Kathleen to add the patronage rebates topic to the June agenda.</i></p>
<p>Revisions to GM Policies:</p> <ul style="list-style-type: none"> <li>GM policy B.4, item #9 of the current policy B.4 will be updated as follows: "Make capital expenditures, sell capital assets or enter into leases <i>not included in the budget</i> exceeding \$25,000 in value without Board approval. If an emergency situation requires an unplanned purchase of assets above the said amount, the General Manager will report it at the next regularly scheduled Board meeting." Note: the previous spending limit of \$20,000 is now being increased to \$25,000, and the words "not included in the budget" have been added for clarity.</li> <li>The following text will be added to GM Policy B.2: "The General Manager shall not fail to review the budget with the Board prior to April 30."</li> </ul>	<p><i>Action: Linda to make the change to policies B.4 and B.2</i></p> <p><i>Action: Linda to change the Board Annual Calendar to switch GM Policy B.4 from April to December, and GM Policy B.2 from December to April.</i></p>
<p>CCMA (June in MN)</p> <ul style="list-style-type: none"> <li>Kirk, Johnnie and Kathleen will be attending</li> </ul>	<i>Action: none</i>
<p>Schedule Board Retreat:</p> <ul style="list-style-type: none"> <li>September 17 from 8:30 to 3:30.</li> </ul>	<i>Action: none</i>
<b>Parking lot</b>	
<ul style="list-style-type: none"> <li>Item #1 (Ends policy revision) will be addressed at the Board retreat in Sept.</li> <li>Item #2 (policy B.4 revision) has been addressed and can be removed from the Parking lot (see above, "Revisions to GM Policies").</li> <li>Item #5 (Director Code of Conduct update) will be discussed at the next bylaw and policy revision subcommittee meeting on Thu May 11</li> </ul>	<p><i>Action: Linda to update the parking lot list.</i></p> <p><i>Action: Alice to forward email from lawyer (Matthew Gaul) re. Director code of conduct to Matthew</i></p>
<b>New Business</b>	
<ul style="list-style-type: none"> <li>Board Retreat Planning: discussion will focus on strategic planning, updating the Ends policy, and defining how it relates to member engagement and outreach, diversity, etc.</li> </ul>	

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<ul style="list-style-type: none"> <li>Recruiting new Board candidates: Bryan has resigned from the Board, but his position does not need to be filled immediately. The Board is looking to recruit new candidates; there are opportunities for interested candidates to serve on a subcommittee first, before committing to becoming Board directors. The goal of the Board is to have a diverse group of directors, representative of the WFC membership.</li> </ul>	<p><i>Action: Kathleen</i> to look for the Board recruitment package</p>
<p><b>Board Policy Monitoring Reports</b></p>	
<p>Policy D.5: Director's Code of Conduct</p> <p>Discussion: policy D.5 needs to be updated to specify that directors will sign the Code of Conduct and disclose any conflict of interest</p>	<p><i>In compliance</i> (moved: Joanne; second: Kirk)</p> <p><i>Action: Bylaw and policy revision committee</i> to revise Policy D.5</p>
<p><b>General Manager Reports</b></p>	
<p>GM Policy B.4: Asset Protection</p> <p>Discussion: need to implement a regular audit of computer data security, and train staff on data security</p>	<p><i>In compliance</i> (moved: Wendy; second: Matthew, abstained: Alice)</p> <p><i>Action: Alice and Patty</i> to provide an update on data security at the June meeting</p> <p><i>Action: Kathleen</i> to add the data security update to the June agenda</p>
<p>GM Policy B.3: Financial Condition and Activities</p> <p>Discussion: none</p>	<p><i>In compliance</i> (moved: Kirk; second: Matthew, abstained: Alice)</p>
<p><b>Store Update</b></p>	
<ul style="list-style-type: none"> <li>3% sales growth for April, 1.5% ytd</li> <li>Downtown Country Fair on Sat Sept 30, 2017</li> <li>Patty attended the NCG spring meeting in N. Carolina. The theme of the conference was "growing our impact", expanding the impact of Coops in our communities and the world.</li> </ul>	<p><i>Action: Patty</i> to summarize the NCG conference info, and email the presentation to the Board prior to the June meeting</p> <p><i>Action: Kathleen</i> to add Patty's NCG presentation to the June agenda</p>
<p><b>Executive Session</b></p>	
<p><b>Meeting adjourned</b></p>	
	<p>9:06 pm</p>