

**Willimantic Food Co-op
Meeting of the Board of Directors
June 1, 2017**

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

Absent: Wendy Jakoboski

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

Call to Order: 7:06 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"> • None 	Action: None
Approve Minutes	
May Board meeting minutes Discussion: None	<i>May minutes approved</i> (moved: Kirk; second: Linda; abstained: Linda)
Subcommittee Reports	
GM Contract <ul style="list-style-type: none"> • ongoing, will report back at the July meeting 	<i>Action: Exec Committee to set up a date to review the GM contract</i>
Proposed revisions to bylaws and policies: <ul style="list-style-type: none"> • Policy D.5 has been revised • the subcommittee's next meeting is during the week of June 5 • the subcommittee is open to any WFC member who would like to participate 	<i>Action: Johnnie, Linda, Patty, and Matthew to provide monthly updates to the Board.</i> <i>Action: Linda to send Alice a written invitation for WFC members to join the subcommittee, to be included in the next newsletter</i>
Expansion Planning: <ul style="list-style-type: none"> • Alice and Kirk met on May 24, and worked on generating a Request for Proposal (RFP) • the RFP will define the scope of work and the budget for the project consisting of building a new space on the property at 87 Church St, and renovating and remodeling the existing Coop at 91 Valley St • the RFP is expected to be completed by Dec 31, 2017 • Staff will have the opportunity to provide input on the 91 Valley St remodeling plan 	<i>Action: Alice to write an article about the expansion planning, to be published in the next newsletter</i> <i>Action: Alice and Kirk to present the function and feature list and the time-line at the July Board meeting</i>
Old Business	
Patronage Rebates & Incorporation under CT law: <ul style="list-style-type: none"> • Erbin will be invited to a future Board meeting to address this topic. 	<i>Action: Kathleen to email Joanne and Johnnie to request input on the wording of the</i>

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<ul style="list-style-type: none"> • 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. 	<p>email to be sent to Erbin</p> <p><i>Action: Johnnie to send Kathleen the name of the Minneapolis lawyer who works with Erbin</i></p>
<p>Data Security Update:</p> <ul style="list-style-type: none"> • The WFC currently uses point-to-point encryption and does not store any credit card data • The WFC will start using an NCG service providing quarterly data security audits (external penetration testing) by the end of the 3rd quarter • Several data security policies are already in place - continue in-house training of staff and documenting the existing policies 	<p><i>Action: none</i></p>
<p>The Board Retreat has been confirmed for September 17, from 8:30 to 3:30</p>	<p><i>Action: none</i></p>
<p>Parking lot</p>	
<ul style="list-style-type: none"> • Item #1 (Ends policy revision) will be addressed at the Board retreat on Sept. 17 • Item #2 (policy B.4 revision) has been addressed; however, a related issue was brought up. As we move forward with the first phase of the restructuring project, we will be purchasing a second cooler for the deli meats, and a computer controller to optimize the cooler's energy efficiency, and adding new produce cases. Total cost is estimated to be approximately \$50,000, and the completion date is anticipated at the end of August. • Item #3 (Role of Director on and handling of Board subcommittees, and updating Policy D.7) will be discussed at the next bylaw and policy revision subcommittee meeting • Item #5 (Director Code of Conduct update) will be discussed at the next bylaw and policy revision subcommittee meeting • Item #6 (ensuring accuracy of member email and mailing address data) should be incorporated in the membership monitoring report 	<p><i>Action: Linda to update the parking lot list.</i></p> <p><i>Action: Patty to add item #6 to the membership monitoring report</i></p>
<p>New Business</p>	
<ul style="list-style-type: none"> • Board Retreat Planning: Kirk and Kathleen are working with Todd Wallace on the agenda, which will include the following items: strategic planning; updating the Ends policy to address member engagement, community outreach, and diversity; strategies for strengthening our community connections and ensuring that our expansion plans are in line with the community's needs. 	<p><i>Action: Kirk and Kathleen to present the draft version of the Board retreat agenda</i></p>

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<ul style="list-style-type: none"> 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. Board directors will look to our community partners (e.g Grow Windham) as a starting point for finding qualified candidates. In the event that no qualified candidates are found within the next 3 months, a short article will be written for the newsletter to recruit Board candidates. 	<p><i>Action: Kathleen to keep “recruiting new Board candidates” on the agenda for July</i></p> <p><i>Action: Kathleen to find the Board recruitment package and the conflict of interest form to be signed by new directors.</i></p>
<ul style="list-style-type: none"> NCG meeting update: The theme of the meeting was “Growing our impact”. The following items were identified as important aspects of being a food Coop: local, community, health and nutrition, great food, healthy planet. 	<p><i>Action: none</i></p>
<p>Board Policy Monitoring Reports</p>	
<p>Policy D.1: Governing Style</p> <p>Discussion: need to revise and clarify item #2 “Observe the 10 Policy Governance principles”</p>	<p><i>Substantially in compliance (moved: Joanne; second: Matthew)</i></p> <p><i>Action: Bylaw and policy revision committee to revise item #2 of D.1</i></p> <p><i>Action: Linda to add revision of policy D.1 item #2 to the Parking lot list</i></p>
<p>General Manager Reports</p>	
<p>GM Policy B.6: Emergency Management Succession</p> <p>Discussion: none</p>	<p><i>In compliance (moved: Joanne; second: Linda, abstained: Alice)</i></p>
<p>Store Update</p>	
<ul style="list-style-type: none"> sales are flat cut fruit will soon be available for sale 	<p><i>Action: none</i></p>
<p>Executive Session</p>	
<p>Meeting adjourned</p>	<p>9:03 pm</p>