

**Willimantic Food Co-op
Meeting of the Board of Directors
July 6, 2017**

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

Absent: Matthew Kyer, Joanne Todd

Others Attending: Bruce Oscar, Roxana Mocanu (scribe)

Call to Order: 7:03 pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: <ul style="list-style-type: none"> • it would be helpful to have a generic email address to be used by members wishing to contact the Board Members Speak Out: <ul style="list-style-type: none"> • None 	<i>Action: Linda to contact Steve Murphy to create a generic Board email address</i>
Approve Minutes	
June Board meeting minutes Discussion: None	<i>June minutes approved (moved: Linda; second: Kirk)</i>
Subcommittee Reports	
GM Contract <ul style="list-style-type: none"> • Exec Committee will meet on Mon August 14 to review the latest draft version of the GM contract • After the Exec Committee has approved the contract, it will be sent to the GM for review, and then the Board will vote to approve 	<i>Action: Exec Committee to meet on August 14</i>
Proposed revisions to bylaws and policies: <ul style="list-style-type: none"> • the subcommittee has met in early June and worked on some of the more urgent/high priority issues, such as the issue of calling meetings and voting • the current bylaws have been found to have some redundancy and need more clarity on the topic of calling meetings and voting • need to clarify the "quorum" - what is the minimum number required to conduct business? • need to clarify the numbers needed to petition for voter action • need to obtain legal input on what it means to "certify a vote" 	<i>Action: Johnnie, Linda, Patty, and Matthew to provide monthly updates to the Board.</i> <i>Action: Bylaws subcommittee to contact Matthew Gaul or Laddie Lushin to clarify what it means to "certify a vote"</i> <i>Action: Linda to send a list of questions that require input from NCG to Alice, who will forward to NCG</i>
Expansion Planning: <ul style="list-style-type: none"> • a new produce case and a new deli meat case have been ordered • improvements are being made to the refrigeration system • some preliminary design work is needed to generate a new floor plan for the store at 91 Valley St 	<i>Action: Alice to resend the email to Gregg Scheiffer</i>

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<ul style="list-style-type: none"> • staff input has been collected and will be incorporated into the list to be sent to Lynn Stoddard and Paul Torcellini • several stakeholder meetings will be held to identify the community's needs to be incorporated in the expansion planning 	
<p>Old Business</p>	
<p>Patronage Rebates & Incorporation under CT law:</p> <ul style="list-style-type: none"> • Kathleen, Johnnie, and Kirk had the opportunity to speak with David Swanson at the CCMA conference regarding the issue of incorporation • further research work is needed to get a clear understanding of what the Coop's options are: e.g. research Minnesota's Coop law model 	<p><i>Action: Kathleen</i> to email Erbin</p>
<p>Board Retreat Agenda Planning</p> <ul style="list-style-type: none"> • The Board Retreat will take place on September 17, from 8:30 to 3:30 • 3 main topics will be discussed: <ul style="list-style-type: none"> ◦ expansion update ◦ expansion communications planning ◦ creating an Ends policy • the Management team will provide input on the Ends policy independent of the Board's input, prior to the Board retreat • the goal of the retreat is to outline a step-by-step process for creating the Ends policy. The work of creating the Ends policy will take several months to complete (over the course of several Board meetings). A subcommittee will be formed to collect, record, and revise the ideas generated at the Board meetings. 	<p><i>Action: Kirk</i> to compile a list of questions to be sent to Todd prior to the August Board meeting (e.g. what is the difference between a mission statement and an Ends policy?)</p>
<p>Recruiting new Board members:</p> <ul style="list-style-type: none"> • the Board is actively looking for potential Board candidates who are representative of the overall community served by the Coop 	<p><i>Action: Kathleen</i> to keep this item on the agenda for August</p>
<p>Data Security Update:</p> <ul style="list-style-type: none"> • in-house data security training is ongoing • The WFC will start using an NCG service providing quarterly data security audits (external penetration testing) by the end of the 3rd quarter 	<p><i>Action: none</i></p>
<p>Parking lot</p>	
<ul style="list-style-type: none"> • Parking lots list needs to be updated 	<p><i>Action: Linda</i> to update and resend the parking lot list.</p>

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New Business	
<ul style="list-style-type: none"> CCMA conference generated lots of interesting ideas and discussion on what aspects Coops need to focus on in order to stay viable (e.g. diversifying our business). 	<p><i>Action: Johnnie</i> to summarize the main points from the CCMA conference and present them at the next Board meeting</p> <p><i>Action: Kirk, Kathleen, and Johnnie</i> to write a newsletter article summarizing some of main the topics discussed at the CCMA conference (note: the deadline for the newsletter submission is Aug 28)</p>
Board Policy Monitoring Reports	
<p>Policy D.2: The Board's Job Discussion:</p> <ul style="list-style-type: none"> further work is needed on training new Board members, and maintaining a meaningful relationship with Coop members in cases where we are "substantially in compliance" (as opposed to fully in compliance), we need to create a process for generating action items to attain full compliance 	<p><i>Substantially in compliance</i> (moved: Johnnie; second: Linda)</p> <p><i>Action: Kathleen</i> to add the process for generating action items to attain full compliance to the agenda for August</p>
General Manager Reports	
<p>GM Policy B.7: Customer Service postponed to the August meeting</p>	<p><i>Action: Kathleen</i> to keep GM Policy B.7 on the agenda for Aug</p>
Store Update	
<ul style="list-style-type: none"> 7% ytd increase in new members and equity 1% sales growth in July (relative to July 2016) several changes in staff 	<p>Action: none</p>
Executive Session	
None	
Meeting adjourned	
9:00 pm	