

**Willimantic Food Co-op
Meeting of the Board of Directors
August 3, 2017**

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

Absent: Matthew Kyer, Kirk Begg

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

Call to Order: 7:13 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 	<i>Action: None</i>
Approve Minutes	
July Board meeting minutes Discussion: None	<i>July minutes approved (moved: Linda; second: Johnnie)</i>
Subcommittee Reports	
GM Contract <ul style="list-style-type: none"> • Exec Committee will meet on Mon August 14 to review the lawyer's input on the GM contract • The GM will review the contact • The Board will hold an Executive Session to vote on the contract 	<i>Action: Exec Committee to meet on August 14</i>
Proposed revisions to bylaws and policies: <ul style="list-style-type: none"> • 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" • Linda has contacted Matthew Gaul and is awaiting his reply 	<i>Action: Johnnie, Linda, Patty, and Matthew to provide monthly updates to the Board. Action: Alice to forward the list of questions from Linda to NCG</i>
Expansion Planning: <ul style="list-style-type: none"> • the current plan/vision includes two phases: <ul style="list-style-type: none"> ◦ Phase 1 is the near-term plan that consists of remodeling the existing store (91 Valley St), renovating the new space (87 Church St), and moving some of the offices to the new space ◦ Phase 2 is a longer-term plan that may include adding a new building; stakeholder meetings will be held at this time to identify the community's 	<i>Action: Alice to post a summary of the expansion plan on the store Bulletin Board to address FAQs from customers</i>

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<p>needs to be incorporated in this phase of the expansion planning</p> <ul style="list-style-type: none"> • preliminary design work has been initiated to create a new floor plan for the current store at 91 Valley St • a preliminary design for the new space (87 Church St) is also being worked on, and will include office space, kitchen, community space 	
<p>Old Business</p>	
<p>Patronage Rebates & Incorporation under CT law:</p> <ul style="list-style-type: none"> • the Board is reviewing information sent by Erbin Crowell in 2016 on the subject of “Co-op Legal Structure and CT Statutes”, specifically: <ul style="list-style-type: none"> ◦ WFC is incorporated under the Connecticut Nonstock Corporation Act, though it operates as a co-op (The CT Nonstock Corporation Act is the state law that nonprofits typically use in CT.) ◦ Paths toward Conversion under Existing Co-op Statutes ◦ Recommendations on Updating CT Co-op Statutes • The Board is considering the possibility of joining forces with other stakeholders (such as Fiddleheads, and Steve Alves, creator of the documentary “Food for Thought”), and local politicians, to lobby for changes to the existing CT Cooperative law, with the intent of obtaining consistency across different states and establishing best practices. 	<p><i>Action: Kathleen and Johnnie to schedule a phone call with Erbin to further discuss this topic and report back to the Board next month</i></p>

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<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 part 1: Update ◦ expansion part 2: communication planning ◦ creating our new Ends Policy (Note: 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, i.e. 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: all Board members to provide feedback on the proposed retreat agenda to Kathleen within the week following the Board meeting</i></p> <p><i>Action: Kirk to provide input on the “Desired meeting outcomes” to be included in the retreat agenda</i></p> <p><i>Action: Kirk and Alice to provide a one-page draft summary of the Expansion Plan</i></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 • a potential new candidate has been identified and will be invited to a future Board meeting 	<p><i>Action: Kathleen to keep this item on the agenda for September</i></p>
<p>Data Security Update:</p> <ul style="list-style-type: none"> • in-house data security training is an ongoing process • all registers and servers are equipped with anti-virus software • credit card information is not being stored; the new PIN pads integrated into the POS system use instantaneous encryption (P2PE) to ensure data security and prevent credit card skimming • external penetration testing is being performed monthly. This consists of a scan/probe (performed by an external company recommended by our payment processor) to ensure that the current data security system is not vulnerable to hackers. 	<p><i>Action: none</i></p>
<p>CCMA summary:</p> <ul style="list-style-type: none"> • the main points of the CCMA conference will be summarized and communicated in the newsletter 	<p><i>Action: Johnnie, Kirk and Kathleen to each write an article on the CCMA conference and submit it to Alice by August 28</i></p>
<p>Action items for monitoring reports:</p> <ul style="list-style-type: none"> • this topic will be addressed at the next Board meeting 	<p><i>Action: Kathleen to keep this item on the agenda for September</i></p>
<p>Parking lot</p>	
<ul style="list-style-type: none"> • All parking lot items are being worked, or will be covered at the Annual Retreat 	<p><i>Action: none</i></p>
<p>New Business</p>	
<ul style="list-style-type: none"> • Develop an Expansion policy (an “E” policy): this item is already part of the Parking Lot and will be addressed at the Annual Retreat 	<p><i>Action: none</i></p>

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Board Policy Monitoring Reports	
Policy D.3: Agenda Planning Discussion: <ul style="list-style-type: none"> • the intent is to have the agenda available to the Board members for review the weekend before the Board meeting 	<i>In compliance</i> (moved: Joanne; second: Linda)
General Manager Reports	
GM Policy B.7: Customer Service Discussion: none	<i>In compliance</i> (moved: Joanne; second: Johnnie; abstained: Alice)
Store Update	
<ul style="list-style-type: none"> • 9% sales growth in July (relative to July 2016) • 80% sales to members, 20% to non-members • new produce cooler and new deli meat cooler will be installed soon • new assistant manager will be starting soon • all employees will be wearing name tags soon 	Action: none
Executive Session	None
Meeting adjourned	8:39 pm