

**Willimantic Food Co-op
Meeting of the Board of Directors
September 7, 2017**

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

Absent: Joanne Todd

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

Call to Order: 7:08 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	
August Board meeting minutes Discussion: None	<i>August minutes approved (moved: Wendy; second: Johnnie; abstained: Kirk)</i>
Subcommittee Reports	
GM Contract <ul style="list-style-type: none"> • Exec Committee has reviewed the contract, and communicated with the lawyer • The GM will review the contact • The Board will hold an Executive Session to vote on the contract 	<i>Action: none</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 will set up a phone call with Matthew Gaul; all other committee members will forward their input/questions to Linda prior to the phone call 	<i>Action: Linda to set up a time to talk with Matthew Gaul, and forward Johnnie the info so that he may join the phone conference</i> <i>Action: Patty, Matthew, and Johnnie to forward Linda any input/questions they might have prior to the phone conference with Matthew Gaul</i>
Expansion Planning: <ul style="list-style-type: none"> • the current focus is on creating a near-term plan for remodeling the existing store (91 Valley St), renovating the new space (87 Church St), and moving some of the offices to the new space • 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 	<i>Action: Alice to post a summary of the expansion plan on the store Bulletin Board to address FAQs from customers</i> <i>Action: Alice to email the</i>

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<p>St) is also being worked on, and will include office space, kitchen, community space</p> <ul style="list-style-type: none"> • preliminary design drawings will be reviewed at the Annual Board Retreat on Sept 17 • staff meeting was held at the new space • plywood outside the new building has been painted and carrots will be stenciled on • a separate monitoring report will be needed for the expansion 	<p>existing expansion policy document</p>
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<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.) • regarding the ends policy, need to clarify the difference between a mission statement and an ends policy. The book “The Advantage” by Patrick Lencioni may provide some insight. • Todd Wallace from CDS Consulting Co-op will be participating in the Annual Retreat; Kirk will pick him up at the airport on Sat, Patty will drive him back on Mon 	<p><i>Action: Patty to photocopy some excerpts from “The Advantage” to share with all Board members, to clarify the difference between a mission statement and an ends policy</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 notice will be included in the next newsletter to inform Coop members that the Board is looking for new members; a notice will also be posted in the store, and on the WFC Facebook page. Kathleen will be the contact person for interested candidates. • Members who have served on the Board in the past may also be contacted to find out if they might be interested in serving on the Board again 	<p><i>Action: Kathleen to keep this item on the agenda for October</i></p> <p><i>Action: Kathleen and Alice to generate a list of names of previous Board members</i></p> <p><i>Action: Alice to email Linda the exact date of the newsletter deadline (mid-Oct)</i></p> <p><i>Action: Linda to submit a newsletter article on the topic of Board recruitment</i></p>
<p>Action items for monitoring reports:</p> <ul style="list-style-type: none"> • The Board reviews Monitoring Reports at each monthly meeting and votes to approve them. In the event that the Board votes for “partially in compliance” or “substantially in compliance” instead of “fully in compliance”, we will need to identify the gaps, and decide if these gaps need to be addressed; if so, action items will be generated to close these gaps. 	<p><i>Action: none</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>

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New Business	
<p>Generic Board Email address:</p> <ul style="list-style-type: none"> • A generic Board email address will be included on the WFC website for contacting the Board with questions/comments. Emails will be forwarded to all Board members. An automated reply will be generated (e.g. "Thank you for contacting the WFC Board. We will respond within x days.") Kirk will be responsible for coordinating and sending out the actual response on the Board's behalf. • The Board may also occasionally choose to post (or include an excerpt from the newsletter) on the WFC Facebook page with the intent of reaching a wider audience and giving people an opportunity to comment 	<p><i>Action: Linda</i> to contact Steve, requesting that the generic Board email be activated, and that emails be forwarded to all Board members. Steve to set it up such that individual Board members cannot reply directly to the email's sender (an official response on behalf of the Board will be sent out by Kirk).</p> <p><i>Action: Kathleen</i> to add the Board Blog to the October agenda.</p>
<p>Board Budget</p> <ul style="list-style-type: none"> • planning next year's Board budget: need to make sure it covers the expense of the CCMA conference in Portland OR • 2018 Board budget will likely need to be increased relative to 2017 	<p><i>Action: Penny</i> to generate an itemized list of the 2017 Board expenses compared to what had been allotted in the Budget</p> <p><i>Action: Kathleen</i> to keep the Board Budget on the agenda for October</p>
Board Policy Monitoring Reports	
<p>Policy D.4: Board Meetings Discussion: none</p>	<p><i>In compliance</i> (moved: Matthew; second: Linda)</p>
General Manager Reports	
<p>GM Policy B.3: Financial Condition Discussion: none</p>	<p><i>In compliance</i> (moved: Kirk; second: Matthew; abstained: Alice)</p>
<p>GM Policy B.8: Membership Discussion: a vote may be held at the Annual Meeting to decide if the non-member surcharge should be removed</p>	<p><i>In compliance</i> (moved: Linda; second: Johnnie; abstained: Alice)</p>
<p>Store Update</p> <ul style="list-style-type: none"> • 5% sales growth in August (relative to August 2016) • 18% sales growth over Labor Day weekend compared to 2016 • new refrigerated cases for meat and produce will be delivered and installed on Mon Sept 18; members will need to be informed in advance that this may create some temporary disruption • Aldi's should be included in comparison shopping 	<p>Action: none</p>
Executive Session	None
Meeting adjourned	8:48 pm