

**Willimantic Food Co-op
Meeting of the Board of Directors
October 5, 2017**

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

Absent: Wendy Jakoboski

Others Attending: Bruce Oscar, Patty Smith, Roxana Mocanu (scribe), Ali Goldstein, Charlotte Ross

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	
September Board meeting minutes Discussion: None	<i>September minutes approved (moved: Linda; second: Johnnie)</i>
Annual Retreat minutes Discussion: None	<i>Annual Retreat minutes approved (moved: Matthew; second: Joanne)</i>
Subcommittee Reports	
GM Contract <ul style="list-style-type: none"> • The contract is almost ready to be reviewed by the GM • After the GM has had the opportunity to review and make changes to the contract as needed, 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"> • Linda and Johnnie have spoken with Matthew Gaul (lawyer) 	<i>Action: Linda to summarize the discussion with Matthew Gaul and email to all Board members</i> <i>Action: Linda to send Alice an estimate of the amount of time spent consulting with Matthew Gaul to date, as well as an estimate for the predicted legal consultation expenses for bylaw revisions in 2018</i>
Expansion Planning: <ul style="list-style-type: none"> • the Downtown Country Fair on Sept 30 was well attended. The Board was well represented at the Fair. Board members presented the plan for the new building (87 Church St), answered questions, and 	<i>Action: none</i>

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<p>collected input.</p> <ul style="list-style-type: none"> • The Board needs to come up with a vision statement for the expansion project, and use this vision as the basis for “story-telling” for future communications. • The expansion plan for the new building at 87 Church St has been shared with the staff, and is now posted in the store, collecting additional input. • Management staff met with two people from NCG (National Coop Grocers) and DC (Development Cooperative) to discuss the expansion plans, specifically the plans for creating a kitchen in the new building and serving prepared foods. • The plan for prepared foods includes the following (all self-serve): sandwiches, salads, wraps, hot soups, as well as a mobile breakfast taco station. All food will be prepared in the kitchen at 87 Church St, and then brought over to be sold and consumed at the current store (91 Church St). The grab-and-go case in the current store will be expanded to 8 feet in length (about twice its current size). • Board members and Management staff met with Lynn Stoddard and Paul Torcellini to discuss sustainability and energy efficiency considerations for the expansion project. Lynn and Paul will put together a step-by-step list that can be incorporated into the expansion plan. 	
<p>Old Business</p>	
<p>Welcoming (potential) new Board Members</p> <ul style="list-style-type: none"> • Ali Goldstein and Charlotte Ross attended the meeting • if the Board appoints a new member (to fill the seat vacated by Byan), he/she will need to be voted in at the next Annual meeting. The new Board member would then serve out the remainder of the term. 	<p><i>Action: none</i></p>
<p>Patronage Rebates & Incorporation under CT law:</p> <ul style="list-style-type: none"> • Johnnie, Kathleen, and Joanne are waiting for input from Erbin 	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
<p>Action items for monitoring reports</p> <ul style="list-style-type: none"> • will be discussed at the next meeting 	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
<p>Generic Board Email address:</p> <ul style="list-style-type: none"> • A “Contact us” input form will be added to the WFC website for anyone interested in reaching the Board with questions/comments. The input form will include a clear description of what types of questions are appropriate (e.g. the Board does not address operational store issues). An automated reply will be generated (e.g. “Thank you for contacting the WFC Board. We will respond within x days.”). • The input form will include a field for entering the email address where the Board’s reply will be sent. 	<p><i>Action: Kathleen to keep this item on the agenda</i></p> <p><i>Action: Linda to write a short newsletter article about the new Board “Contact Us” form (newsletter deadline is Oct 16)</i></p>

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<p>The input (question/comment) will be forwarded to all Board members by email. Kirk will be responsible for coordinating and sending out the actual response on the Board's behalf.</p>	
<p>Board Budget</p> <ul style="list-style-type: none"> • The Board reviewed an itemized list of the 2017 Board expenses vs. the planned budget. This information will be used in planning the 2018 Board Budget. • The biggest expense in 2017 was the CCMA conference in Minneapolis (3 Board members attended). Next year's CCMA conference will be in Portland OR. • Motion to approve the Proposed Board Budget for 2018 in the amount of \$17,500. 	<p><i>Approved (moved: Joanne, second: Johnnie)</i></p>
<p>Nov 4 Co-op Cafe in Greenfield MA:</p> <ul style="list-style-type: none"> • Several Board members and 2 staff will attend. 	<p><i>Action: none</i></p>
<p>Parking lot</p>	
<p>Parking lot list needs to be updated to remove the following items:</p> <ul style="list-style-type: none"> ○ item 1 (Ends Policy) was addressed at the Annual Retreat ○ item 2 (Role of Director on Board subcommittees and updating Policy B.7) is currently being worked by the bylaw subcommittee (can be revisited by the Board at a later time if needed) ○ item 5 (accuracy of member email and mailing address) is being worked on by management 	<p><i>Action: Linda to update the parking lot list</i></p>
<p>New Business</p>	
<p>Review to-do list from the retreat:</p> <ul style="list-style-type: none"> • The Board will start reworking the Ends Policy at the next Board meeting 	<p><i>Action: Kirk to summarize the discussion on Ends from the retreat and send it out for all Board members to review prior to the next Board meeting</i></p> <p><i>Action: Kathleen to add the Ends Policy to the next agenda</i></p> <p><i>Action: Kathleen to bring sticky notes, a large piece of paper, and markers to the next Board meeting</i></p>
<p>Board Blog</p> <ul style="list-style-type: none"> • the current plan is to add a list of FAQs on the Board page of the WFC website, instead of creating a separate Blog 	<p><i>Action: Linda to work with Steve to add a FAQ section to the Board page of the WFC website</i></p>

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Board Policy Monitoring Reports	
Policy D.6: Officer's Role Discussion: none	<i>In compliance</i> (moved: Matthew; second: Joanne)
General Manager Reports	
GM Policy B.9: Board Logistical Support Discussion: none	<i>In compliance</i> (moved: Linda; second: Matthew; abstained: Alice)
GM Policy B.5: Communication and Counsel to the Board Discussion: none	<i>In compliance</i> (moved: Kirk; second: Joanne; abstained: Alice)
Store Update	
<ul style="list-style-type: none"> • 7% sales growth in September (relative to Sept 2016) • 3% ytd sales growth • high sales volume on the day of the Downtown Country Fair 	<i>Action: none</i>
Executive Session	
The Board entered Executive Session at 8:48 pm to discuss the GM's compensation.	<i>Motion to enter ES</i> (move: Matthew, second: Linda)
Meeting adjourned	8:48 pm