

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

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

Absent: Kirk Begg

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

Call to Order: 7:08 pm

| Agenda Item | Resolution |
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| Motion to adjust the agenda (shifting the order of items on the agenda to allow for better use of the meeting time) | <i>Motion approved</i> (moved: Joanne, second: Linda) |
| 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 | |
| November Board meeting minutes Discussion: None | <i>November minutes approved</i> (moved: Joanne; second: Linda) |
| Subcommittee Reports | |
| GM Employment Agreement <ul style="list-style-type: none"> • will be discussed during the Executive Session | <i>Action: none</i> |
| Proposed revisions to By-laws and policies: <ul style="list-style-type: none"> • Linda presented a draft version of the proposed changes to the By-laws and requested Board input on several key issues, including: <ul style="list-style-type: none"> ◦ Section 3.2: Special Meetings: how many member signatures should be required to call a special meeting to put a vote directly before the membership, without board and management support? (current requirement is 5% of members) ◦ Section 3.4: Quorum: How many members should be required to be present in order for a vote/decision to be able to happen (no matter who proposed it)? (current requirement is 25 members) • The Board made the following recommendations: <ul style="list-style-type: none"> ◦ keep the numbers in terms of percentage of members (instead of using absolute numbers) ◦ replace the words "active members" with "members in good standing" or "members eligible for benefits" ◦ the first priority should be to reach a consensus on the quorum number; the special meeting number can be decided later. | <i>Action: the By-laws subcommittee will continue revising the bylaws document and providing updates to the Board</i> |

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| <p>Expansion Planning:</p> <ul style="list-style-type: none"> The Board has approved the expenditure of \$47,450 for the removal of the walls surrounding the property at 87 Church St, the demolition of several unneeded buildings, and the removal of hazardous materials (asbestos abatement). GM signed a contract with Weiss Construction for the services listed above. The main building and 2 storage buildings will remain and will need to be secured. Alice has met with Richard Sherman, WFC member and owner and chief designer at Appropriate Designs, to discuss "green design" considerations for the renovation of the building at 87 Church St. Based on Richard's recommendation, Alice met with Tom Hartman from C&H Design, who has agreed to provide several proposals, and present them to the Board at the March meeting (tentative date). | <p><i>Motion to approve expenditure of \$47,450 (moved: Linda, second: Joanne, abstained: Alice)</i></p> <p><i>Action: Alice to find out who will be responsible (i.e. who will sign) for the asbestos ownership.</i></p> |
| <p>Old Business</p> | |
| <p>None at this time</p> | <p><i>Action: none</i></p> |
| <p>Parking lot</p> <p>Several items have been removed from the parking lot list; remaining items are being addressed</p> | <p><i>Action: none</i></p> |
| <p>New Business</p> | |
| <p>Annual Meeting Planning Committee:</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 for Jan</i></p> |
| <p>Expansion Policy:</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 for Jan</i></p> |
| <p>Generative Conversation on Engagement:</p> <ul style="list-style-type: none"> team exercise on the topic of "engagement": staff engagement, member engagement, and community engagement How do we as a Board define engagement? What are our current engagement activities? What could we do more of or be better at? | <p><i>Action: Kathleen to follow up with GM team on next steps</i></p> |
| <p>Board Policy Monitoring Reports</p> | |
| <p>Policy D.8: Governance Investment Discussion: None</p> | <p><i>In compliance (moved: Joanne, second: Linda)</i></p> |
| <p>General Manager Reports</p> | |
| <p>B.3 Financial Condition & Activities (3rd quarter) Discussion: None</p> | <p><i>In compliance (moved: Wendy, second: Johnnie, abstained: Alice)</i></p> |

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| <p>B.2 Financial Planning Discussion: Alice presented the draft version of the 2018 Budget. In the future, it would be helpful to have a side-by-side comparison of the proposed budget to the previous year's-end data (in this case, it would be the proposed 2018 budget vs. the 2016 year-end data).</p> | <p><i>In compliance</i> (moved: Matthew; second: Linda, abstained: Alice)</p> |
| <p>Store Update</p> <ul style="list-style-type: none"> the holiday discount (5% discount for current members) has resulted in a total amount of approximately \$4,000/week | <p><i>Action: none</i></p> |
| <p>Executive Session The Board entered Executive Session at 8:37 pm to discuss the GM Employment Agreement</p> | <p><i>Motion to enter ES</i> (moved: Joanne, second: Linda)</p> |
| <p>Meeting adjourned</p> | <p>8:37 pm</p> |