

**Willimantic Food Co-op
Meeting of the Board of Directors
January 17, 2018**

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

Absent: Joanne Todd

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

Call to Order: 7:04 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"> • Raluca Mocanu attended the meeting as a potential new Board Member 	<i>Action: None</i>
Approve Minutes	
December Board meeting minutes Discussion: none	<i>December minutes approved (moved: Linda; second: Kirk; abstained: Kirk)</i>
Subcommittee Reports	
GM Employment Agreement <ul style="list-style-type: none"> • Executive Session was held during the December 17 Board Meeting to discuss the GM Employment Agreement • the agreement has been signed 	<i>Employee Action 2017.12.17.1 proposing approval of the GM Employment Agreement: approved by Board email vote, finalized on December 17, 2017 (moved: Joanne; second: Matthew).</i> Yea: Joanne, Matthew, Kathleen, Johnnie, Linda. Nay: Kirk.
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. • Next steps: <ul style="list-style-type: none"> ◦ update the by-laws document to reflect input from the Board meeting. ◦ forward to Matthew Gaul to obtain legal input. If there are no substantive changes, the final version will be published in the newsletter, and presented for member voting at the Annual Meeting. 	<i>Move that the proposed by-law revisions, as amended by the Board, be submitted to Matthew Gaul for review, and if meeting legal requirements, be submitted to the membership for approval (moved: Linda; second: Matthew; abstained: Johnnie)</i>
Expansion Planning: <ul style="list-style-type: none"> • The Expansion Planning subcommittee has been consulting with various energy-efficient building experts. The kitchen is the key element in optimizing 	<i>Action: Kathleen to brainstorm the next steps and send input to Patty and Alice</i>

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<p>the energy savings.</p> <ul style="list-style-type: none"> • Next steps: <ul style="list-style-type: none"> ◦ work with NCG on creating a revenue model for the kitchen design. ◦ Work with CDS on defining the prepared foods program and the kitchen specifications. ◦ The revenue model and the prepared foods program specifications will be incorporated into an RFP (Request For Proposal), which will be put out for bid sometime in the fall. 	<p><i>Action: Alice and Kirk to provide an expansion update at the Annual meeting</i></p>
<p>Annual Meeting:</p> <ul style="list-style-type: none"> • The Annual meeting will take place on Earth Day, April 22. • Location is TBD 	<p><i>Action: Alice, Kirk, and Johnnie to finalize the location and publish the Annual Meeting notice in the next newsletter (Feb 28 deadline)</i></p>
<p>Old Business</p>	
<p>None at this time</p>	<p><i>Action: none</i></p>
<p>Parking lot</p>	
<p>No change</p>	<p><i>Action: none</i></p>
<p>New Business</p>	
<p>NFCA (Neighboring Food Coop Association) Board election:</p> <ul style="list-style-type: none"> • (this item was a last-minute addition to the agenda) • NFCA is currently recruiting Board members; Kirk will be submitting his application. 	<p><i>Action: none</i></p>
<p>Recap of the Bonus Vote:</p> <ul style="list-style-type: none"> • Statement for the record submitted by Johnnie Walker: "I would like it recorded in minutes that my no vote was based on the fact that we, board and staff, have yet to devise a equitable way to distribute the year end excesses. In this action we have not considered the members as they should be first in line. Second we have not included working members. Working members unload the trucks, sweep the floors, bag the raisins, steward the board, and clean the bathrooms, prepare and run special events. Members and working members in my opinion must be included in this distribution." • The Board agrees that there is a need to address the re-occurring issue of how to equitably distribute the year-end excess income. We also need to set up guidelines for defining what constitutes "adequate net income" (CDS and NCG may be able to provide input). In an effort to address both these needs, a "study group" has been formed, consisting of Wendy, Kirk, Johnnie, and Linda. 	<p><i>Proposal to split estimated 2017 net income, allocating \$75,000 for distribution as staff bonuses and \$75,000 to the bottom line (submitted by GM Alice Rubin, December 19, 2017): approved by Board email vote finalized on December 21, 2017 (moved: Linda; second: Kirk).</i></p> <p>Yea: Joanne, Matthew, Kirk, Linda, Kathleen</p> <p>Nay: Johnnie</p> <p>Abstain: Alice, Wendy</p>

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Expansion Policy Exploration: <ul style="list-style-type: none"> will be addressed at the next meeting 	<i>Action: Kathleen</i> to keep this topic on the agenda for Feb
Board Policy Monitoring Reports	
Policy C.1: Unity of Control Discussion: None	<i>In compliance</i> (moved: Matthew; second: Linda)
General Manager Reports	
B.1 Staff Treatment and Compensation Discussion: Staff Survey results	<i>In compliance</i> (moved: Kirk; second: Matthew, abstained: Johnnie, Alice)
Store Update <ul style="list-style-type: none"> The year-end financial data will be finalized prior to the Feb 1 Board meeting Dec sales growth: 6.1% (relative to Dec 2016) 3.4% ytd sales growth (2017 Budget projected 3% sales growth) 54 new members joined in Dec (compared to 39 in 2016) record sales during the week between Christmas and New Year's Day Some of the staff will be participating in the Polar Plunge on Feb 3, a fund-raiser for the Covenant Soup Kitchen Coop's 38th Birthday party on February 10, coincides with the Willimantic Chocolate Festival 	<i>Action: none</i>
Executive Session None	
Meeting adjourned	9:19 pm