

**Willimantic Food Co-op
Meeting of the Board of Directors
February 1, 2018**

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

Absent: Matthew Kyer

Others Attending: Patty Smith, Roxana Mocanu (scribe), Charlotte Ross

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"> • None 	<i>Action: None</i>
Approve Minutes	
January Board meeting minutes Discussion: none	<i>January minutes approved (moved: Linda; second: Wendy)</i>
Subcommittee Reports	
Proposed revisions to By-laws and policies: <ul style="list-style-type: none"> • The revised by-laws document has been updated to incorporate input from the January Board meeting, and has been sent to Matthew Gaul for legal input. • The final version of the by-laws document will be: <ul style="list-style-type: none"> ◦ presented at the March 1 Board meeting ◦ published in the newsletter (note: only the sections which are changing will be published in the newsletter; the full by-laws document showing the side-by-side comparison between the new and old versions, and highlighting the changes, will be available on the website) ◦ presented for member voting at the Annual Meeting. 	<i>Action: Linda to find out from Matthew Gaul if we are allowed to use proxy voting (i.e. mail balloting) for the by-laws revisions voting.</i>
Expansion Planning: <ul style="list-style-type: none"> • Alice is forming an advisory building committee to address topics such as energy goals, sustainable packaging, recycling, etc, and to help write the mission statement for the kitchen design at 87 Church St. This information will be incorporated in the RFP (Request For Proposal). It is unclear at this time if the remodeling of the current store will also be part of the RFP. • Fliers will be put up by the registers to clarify that the store is NOT moving to the 87 Church St location • An outdoor sculpture garden will be created at 87 Church Street in conjunction with Vulturetown Arts. The sculptures will be created from natural and/or 	<i>Action: Alice and Kirk to provide an expansion update at the Annual meeting</i>

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<p>recycled materials. (Note: the Management team is considering hosting an outdoor summer party in the sculpture garden, with entertainment/live music and possibly serving drinks)</p>	
<p>Annual Meeting:</p> <ul style="list-style-type: none"> • The Annual meeting will take place on Earth Day, April 22, starting at 5 pm, in the Burton Leavitt Theater. • A Town representative will be invited to present the economic development plan for the area surrounding the Coop. • The agenda for the Annual Meeting will include the following topics: <ul style="list-style-type: none"> ◦ Expansion update (Kirk) ◦ Treasurer’s report (Joanne) ◦ Town report on economic development plans ◦ By-laws revisions ◦ Board election (Kirk is running for re-election, Charlotte Ross will be taking Bryan O’Hara’s seat, and Raluca Mocanu will be running as a new Board member) ◦ open forum for questions 	<p><i>Action: Johnnie</i> to meet with a representative of the Burton Leavitt Theater to check out the venue and take pictures to share with Alice and Kirk.</p> <p><i>Action: Alice</i> to talk to Sarah from “Not Only Juice” about catering the Annual Meeting.</p> <p><i>Action: Kirk</i> to send Alice his updated bio to be published in the newsletter for the Board election.</p>
<p>Old Business</p>	
<p>Expansion Policy - will be addressed at the next meeting</p>	<p><i>Action: Kathleen</i> to keep this topic on the agenda for March</p>
<p>Year-end bonus vote recap/ Adequate Net Income:</p> <ul style="list-style-type: none"> • a re-occurring issue has been identified in deciding how to equitably distribute the year-end excess income. A related topic that also needs to be addressed is defining and setting the “adequate net income”. • A study-group has been formed with the goal of gathering the necessary background information, summarizing the main points to be considered, and helping facilitate the Board discussion. The discussion will address the following questions: <ul style="list-style-type: none"> ◦ should we have a target for “adequate net income” and why? ◦ If there is excess income at the end of the year, how should it be distributed? • Todd Wallace (CDS consultant) suggested that when discussing the topic of adequate net income, the management team needs to provide input/perspective and recommendations independent of the Board’s input. 	<p><i>Action: Kathleen</i> to keep this topic on the agenda for March</p>
<p>Parking lot</p>	
<ul style="list-style-type: none"> • Item #1: “Parameters and rationale for determining staff bonus and who responsible for determining the amount” <ul style="list-style-type: none"> ◦ status needs to be changed from “incomplete” 	<p><i>Action: Linda</i> to update the parking lot list</p>

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<p>to "in progress"</p> <ul style="list-style-type: none"> • item #2: "Update Director code of conduct; revise by-laws re: removal of directors" <ul style="list-style-type: none"> ◦ status needs to be changed from "incomplete" to "in progress" • item #4: "Note for Board planning: need to develop with input from Alice a general succession plan." <ul style="list-style-type: none"> ◦ will be addressed at the next Executive Committee meeting • item #5: "Revised wording of policy D.2" actually refers to policy D.5. <ul style="list-style-type: none"> ◦ this is a redundant item (already addressed in parking lot item #2), and needs to be removed from the parking lot list 	<p><i>Action: Kathleen to schedule an Executive Committee meeting to work on a succession plan, and the GM evaluation.</i></p>
<p>New Business</p>	
<p>CCMA (Consumer Cooperative Management Association) conference</p> <ul style="list-style-type: none"> • will be held in Portland OR, May 31 to June 2 • the budget allows for 3 Board members to attend; Joanne and Linda have both expressed an interest early-bird hotel sign-up is due in May 	<p><i>Action: Kathleen to keep this topic on the agenda for March</i></p>
<p>WFC Birthday Party</p> <ul style="list-style-type: none"> • will be held on February 10, from 11 am to 5 pm • live music and cake • 10% discount 	
<p>NFCA (Neighboring Food Co-ops Association) Annual Meeting and Board election:</p> <ul style="list-style-type: none"> • will be held on March 17 at Greenfield Community College • NFCA is currently recruiting Board members • Kathleen and Alice will participate in a discussion of how the WFC Board has changed/transformed throughout the years 	<p><i>Action: Alice to find out how many WFC Board members can attend the NFCA Annual Meeting</i></p>
<p>Board Policy Monitoring Reports</p>	
<p>Policy C.2: Accountability of the Manager Discussion: does item #2: "The Board will not instruct or evaluate any employee other than the GM." belong in policy C.2 or should it be moved to C.1?</p>	<p><i>In compliance (moved: Joanne; second: Kirk)</i></p>
<p>General Manager Reports</p>	
<p>B.3 Financial Condition and Activities will be reviewed at the March meeting</p>	<p><i>Action: Kathleen to keep this item on the agenda for March</i></p>
<p>Store Update</p>	
<ul style="list-style-type: none"> • the store has been very busy • Jan sales growth: 7.2% • 81 new members joined in Jan • the "roundup" program has been successful in raising money for the "Polar Plunge for Hunger" and "WAIM Walk for Warmth". It may be helpful to communicate 	<p><i>Action: none</i></p>

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the results of this program to members by posting the information in the store. Members will be given the opportunity to provide feedback at the Annual Meeting on what charities or causes they would like to raise money for next.	
Executive Session	
None	
Meeting adjourned	8:38 pm