

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

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

Absent: None

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

Call to Order: 7:07 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	
February Board meeting minutes Discussion: None	<i>February minutes approved (moved: Linda; second: Joanne)</i>
Subcommittee Reports	
By-laws Revisions: <ul style="list-style-type: none"> • The proposed revisions to the by-laws have been updated to incorporate legal input from Matthew Gaul • The by-laws document is a legal document; a separate but related document will be created to provide clarification of the legal terms in everyday language. • Only the sections of the by-laws document that are changing will be published in the newsletter. The full by-laws document, showing a markup highlighting the changes, will be available on the website. • Members can vote on the by-laws revisions in person at the Annual meeting, or using mail-in balloting. • The mail-in ballots will be sent out to members, along with the newsletter, during the first week in April. The ballots will clearly state the issues being voted on (the by-laws revisions, and Board of Directors election), the available choices, and who the designated proxy will be. The proxy will collect the votes and cast them at the meeting. • Paper copies of the ballots will also be available in store (at the cash registers). • After the annual meeting, the following documents will need to be created for Board of Directors use: <ul style="list-style-type: none"> ◦ conflict of interest form ◦ code of conduct ◦ resignation letter 	<i>Action: Linda to create a document providing clarification (in every-day language) of the meaning of the bylaws being updated</i> <i>Move that the Board recommends adoption of the updated by-laws for member voting (move: Joanne, second: Kirk, all in favor, abstained: Linda)</i> <i>Move that mail-in balloting will be used to allow members to cast votes prior to the annual meeting on all issues being voted on (move: Matthew, second: Linda, all in favor)</i>

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<p>Annual Meeting:</p> <ul style="list-style-type: none"> • will be held on Sunday, April 22, from 5 until 8, at the Burton Leavitt Theater • the food will be catered by “Not Only Juice” • the agenda will include: <ul style="list-style-type: none"> ◦ Economic Development Planning (Town Representative) ◦ Expansion Update, followed by member comments and questions (Kirk) ◦ President of the Board Of Directors (Kathleen) ◦ Board Treasurer presentation (Joanne) ◦ Member vote (facilitated by Matthew) ◦ open forum for questions • Members will vote on the proposed by-laws revisions, as well as the slate of candidates running for Board election: Kirk Begg, Charlotte Ross, and Raluca Mocanu. 	<p><i>Move that the Board approve the slate of candidates (Kirk Begg, Charlotte Ross, and Raluca Mocanu) running for the Board election (move: Matthew, second: Joanne, all in favor)</i></p> <p><i>Action: Alice and Patty to ask cashiers to verify customers’ contact info and update if needed.</i></p> <p><i>Action: Kirk to show a preview of his Annual Meeting presentation on Expansion planning at the April Board meeting</i></p>
<p>Expansion Planning:</p> <ul style="list-style-type: none"> • A Building Committee has been formed and held a meeting • Alice had a phone consultation with the prepared foods CDS consultant and kitchen designer 	<p><i>Action: none</i></p>
<p>Appointment of new Board Member</p>	<p><i>Motion to appoint Charlotte Ross to the Board of Directors to fill the unexpired term of the position vacated by Bryan O’Hara (move: Joanne, second: Matthew, all in favor)</i></p>
<p>Board Policy Monitoring Reports</p>	
<p>Policy C.3: Delegation to the Manager Discussion: none</p>	<p><i>In compliance (moved: Joanne; second: Linda)</i></p>
<p>General Manager Reports</p>	
<p>GM Policy B.3: Financial Condition (4th quarter, year-end) Discussion: none</p>	<p><i>In compliance (moved: Wendy; second: Matthew; abstained: Alice)</i></p>
<p>GM Policy A.1: Global Ends Discussion: about 87% for total sales are to members (13% to non-members)</p>	<p><i>In compliance (moved: Joanne; second: Kirk; abstained: Alice)</i></p> <p><i>Action: Alice to look up the amount of money generated by the 10% non-member surcharge, in preparation for the vote on the non-member surcharge</i></p>
<p>Old Business</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</i></p>
<p>NFCA (Neighboring Food Co-ops Association)</p> <ul style="list-style-type: none"> • NFCA Annual Meeting will be held on March 17 at Greenfield Community College • Kathleen and Alice to present in a Board break-out session 	<p><i>Action: Linda to check her availability and register for NFCA</i></p>
<p>CCMA (Consumer Cooperative Management Association)</p> <ul style="list-style-type: none"> • CCMA conference will take place on June 2 in Portland OR 	<p><i>Action: Joanne, Linda, Kirk and Patty to register for CCMA</i></p>

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<ul style="list-style-type: none"> • 3 Board members are planning to attend: Joanne, Linda, and Kirk • Patty will also attend as a staff member • Register early to take advantage of the Group registration discount 	
<p>Patronage Rebates & Incorporation under CT law:</p> <ul style="list-style-type: none"> • Joanne forwarded to the Board an email send by Erbin Crowell, containing a summary of the proposed amendments to the CT Co-op Statute • Currently, the WFC is incorporated under the Connecticut Non-stock Corporation Act, though it operates as a Co-op (The CT Non-stock Corporation Act is the state law that non-profits typically use in CT.) • The Board is considering the possibility of joining forces with other stakeholders (such as Fiddleheads), and local politicians (such as Susan Johnson and Mae Flexer), to lobby for changes to the existing CT Cooperative law, with the intent of obtaining consistency across different states and establishing best practices. • Incorporating under the CT Co-op Statute would allow the use of patronage rebates. 	<p><i>Action: Joanne</i> to email Erbin to find out what are the next steps.</p> <p><i>Action: Alice</i> to forward the proposed amendments to Matthew Gaul and Susan Oldershaw for legal input.</p> <p><i>Action: Alice and Joanne</i> to create a list of potential collaborators.</p> <p><i>Action: Kathleen</i> to keep this item on the agenda.</p>
<p>Store Update</p> <ul style="list-style-type: none"> • 5.79% sales growth in February (relative to Feb 2017) • 6.4% ytd sales growth • 99 new members joined the WFC in February • new fresh meat case is selling well • the Birthday party (on Feb 10) was a success and generated about 27,000\$ in sales (after discount) • Bumper sticker contest: 3 winners were selected, stickers are currently being printed 	<p><i>Action: none</i></p>
<p>Calendar Review</p> <ul style="list-style-type: none"> • GM review in March 	<p><i>Action: Kathleen</i> to email Executive Council members to set a date for the GM review.</p>
<p>Executive Session</p>	<p>None</p>
<p>Meeting adjourned</p>	<p>9:00 pm</p>