

**Willimantic Food Co-op
Meeting of the Board of Directors
April 5, 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: Raluca Mocanu, Patty Smith, Roxana Mocanu (scribe)

Call to Order: 7:09 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	
March Board meeting minutes Discussion: clarification on the distinction between general proxy vs. directed proxy as it applies to voting "in absentia"	<i>March minutes approved (moved: Matthew; second: Johnnie)</i>
Parking Lot review	
<ul style="list-style-type: none"> • no changes since last month 	<i>Action: None</i>
Subcommittee Reports	
By-laws Revisions: <ul style="list-style-type: none"> • The proposed by-laws revisions have been communicated to members in the most recent Compost newsletter (dated Spring 2018), and have also been posted on the WFC website. • Members may vote on the by-laws revisions prior to the Annual meeting using the ballot contained in the newsletter (the ballot may be dropped off at the store or mailed in), or vote in person at the Annual meeting (on April 22). Paper copies of the ballots are also be available in store (at the cash registers). • Members may submit questions or comments on the by-laws revisions online (on the WFC website). Members will also have the opportunity to comment and ask questions on the by-laws revisions at the Annual Meeting, prior to casting the votes. 	
Expansion Planning: <ul style="list-style-type: none"> • A Building Committee has been formed and is currently working on defining the mission statement. • Alice is working with CDS consultants on the kitchen design specifications, and defining the prepared foods program. • The newly-designed kitchen will be used for prepared foods, packaging dried goods and cutting cheese, and later on, for processing locally-grown 	<i>Action: Alice to create a chart illustrating the different steps of the expansion-planning process (i.e. defining sustainable-energy goals, creating the RFP, creating the pro-forma statement, etc)</i>

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<p>food.</p> <ul style="list-style-type: none"> The expansion planning team will define the business case for the kitchen design and prepared foods program, and project the income and operating expenses. These revenue-stream projections will be incorporated into the pro-forma statement, which will also include any changes to the current store layout. The rubble from the demolition will be cleaned up on April 28, and later on, flowers will be planted at the new property. 	
<p>Annual Meeting:</p> <ul style="list-style-type: none"> will be held on Sunday, April 22, from 5 until 7:45, at the Burton Leavitt Theatre Board members will arrive around 4:30 to set up soup and salad will be catered by "Not Only Juice" food will be served starting at 5 pm, the presentations will start by 6 pm. the agenda will include: <ul style="list-style-type: none"> Introduction - President of the Board (Kathleen) Business Presentation - Board Treasurer (Joanne) Election of officers for the Board of Directors (facilitated by Matthew) By-laws revision vote Economic Development Planning (Town Representative) Expansion Update, followed by member comments and questions (Kirk) Announcement of the voting results (Linda) All ballots submitted prior to the meeting will be verified (to confirm they were submitted by members in good standing) and tallied, prior to the meeting. When arriving at the Annual meeting, members will be checked in and will receive a ballot if they have not already submitted one. Members will vote on the Board-endorsed slate of candidates running for Board election: Kirk Begg, Charlotte Ross, and Raluca Mocanu. Matthew will facilitate the election, stating that "having received no petition for further candidates, we are voting on the endorsed slate." Members will also vote on the proposed by-laws revisions. Linda will be available to answer questions and will announce the outcome of the vote. 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 	<p><i>Action: Kathleen</i> to send the agenda for the Annual meeting</p> <p><i>Action: Alice</i> to confirm with Sarah that all is set for the food being catered</p> <p><i>Action: Patty</i> to ask Steve Murphy to be provide IT support at the Annual Meeting</p> <p><i>Action: Patty</i> to set aside an easel, paper pad, and markers for Kirk to pick up on Sat morning (April 21)</p> <p><i>Action: Kirk</i> to bring the laptop, projector, and screen, and the easel, paper pad, and markers to the meeting</p> <p><i>Action: Patty</i> to send Joanne the year-end financial statements</p> <p><i>Action: Alice and Kathleen</i> to confirm which Town representative will be presenting at the Annual meeting</p> <p><i>Action: Kathleen</i> to forward the conflict of interest form (to be signed by new Board Directors) to Linda</p>
<p>Board Policy Monitoring Reports</p>	

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<p>Policy C.4: Monitoring Manager Performance Discussion: item 5 of policy C.4 specifies that “The Board’s annual evaluation of the GM, based on a summary of monitoring reports received from Jan 1 to Dec 31, will be completed by April 1”. The Executive Committee did not strictly adhere to this timeline. In the future, policy C.4 may need to be updated to allow for a modified evaluation cycle (i.e. if the evaluation is done in March, it makes sense to include the most recent monitoring reports, up to the time of the evaluation).</p>	<p><i>“somewhat” in compliance</i> (moved: Joanne; second: Kirk, abstained: Johnnie, Wendy, Alice)</p>
General Manager Reports	
<p>GM Policy B.4: Asset Protection Discussion: shoplifting issues, loss prevention strategies</p>	<p><i>In compliance</i> (moved: Linda; second: Johnnie; abstained: Alice)</p>
Old Business	
<p>Expansion Policy • due to time constraints, this topic was not discussed</p>	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
<p>NFCA (Neighboring Food Co-ops Association) • due to time constraints, this topic was not discussed</p>	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
<p>CCMA (Consumer Cooperative Management Association) • due to time constraints, this topic was not discussed</p>	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
<p>Patronage Rebates & Incorporation under CT law: • on Feb 20, Joanne forwarded to the Board an email send by Erbin Crowell, containing a summary of the proposed amendments to the CT Co-op Statute • due to time constraints, this topic was not discussed</p>	<p><i>Action: Kathleen to keep this item on the agenda.</i></p>
<p>GM Review: • due to time constraints, this topic was not discussed</p>	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
New Business	
<p>Set date for Board Retreat • due to time constraints, this topic was not discussed</p>	<p><i>Action: Kathleen to keep this item on the agenda</i></p>
<p>Store Update • 3.71% sales growth in March (relative to March 2017) • 5.58% ytd sales growth (1st quarter)</p>	<p><i>Action: none</i></p>
Executive Session	None
Meeting adjourned	8:57 pm