

**Willimantic Food Co-op
Meeting of the Board of Directors
June 7, 2018**

Directors Attending: Kirk Begg, Linda Brock, Alice Rubin, Kathleen Krider, Wendy Jakoboski, Charlotte Ross, Raluca Mocanu

Absent: Joanne Todd

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

Call to Order: 7:08 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>
Announcements	
<ul style="list-style-type: none"> • Joanne is arranging a financial training session for Raluca and Charlotte. If anyone else on the Board would like to attend, please let Joanne know. • Kathleen is arranging a Board orientation training session for Raluca and Charlotte. • NFCA's Peer Board Gathering is being hosted by Upper Valley Food Co-op at the Bugbee Center in White River Junction, VT on Saturday September 15th, 2018: Kirk, Charlotte and Raluca would like to attend (up to 4 people from WFC can attend.) 	<p><i>Action: Joanne, Raluca, and Charlotte to set a date for the financial training session</i></p> <p><i>Action: Linda and Kathleen to review the Board orientation training materials and present them to the rest of the Board</i></p> <p><i>Action: Kirk to add the Board orientation training materials to the July agenda, under "New Business"</i></p>
Approve Minutes	
May Board meeting minutes Discussion: two minor corrections (one typo and one omission)	<i>May minutes approved (moved: Kathleen; second: Linda)</i>
Annual Meeting minutes Discussion: none	<i>Annual Meeting minutes approved (moved: Kathleen; second: Linda)</i>
Store update	
<ul style="list-style-type: none"> • Sales growth exceeded expectations: May sales growth: 7.5%; ytd sales growth: 7.08% • Produce case will be fully re-merchandised by Labor Day • Patty, Wendy and Sasha will be attending the NCG HR conference • Wendy's 2-year term as the staff representative on the Board of Directors is about to expire; if elected, Nancy McMerriman will be the new staff rep 	<i>Action: none</i>
Subcommittee Reports	

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<p>By-laws Revisions:</p> <ul style="list-style-type: none"> • Alice, Patty, and Linda met on May 24 to review the lessons learned during the recent by-laws revision process, and identify areas for improvement, such as providing more opportunities for member input earlier in the revision process, ensuring that all issues are presented well in advance of the meeting, and allowing sufficient time during the meeting for discussion and building understanding. • Next steps: <ul style="list-style-type: none"> ◦ schedule a conference call with David Swanson (an attorney with significant Cooperative law experience) to review the current by-laws and get input on simplifying the wording ◦ recruit a WFC member (outside of the Board and Management) to join the by-laws subcommittee: <ul style="list-style-type: none"> ▪ publish a request for members interested in joining the by-laws revision subcommittee in the next newsletter ▪ post a description of the current Board subcommittees and contacts on a bulletin board in the store and in the newsletter, to inform and potentially recruit new members 	<p><i>Action: Linda to send Alice a recap of the by-laws revisions process and lessons learned, and an appeal for members wishing to join the subcommittee, to be published in the next newsletter</i></p>
Old Business	
<p>Cooperative Status Memo</p> <ul style="list-style-type: none"> • 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 • Joanne recently contacted Fiddleheads through email and is waiting for a response 	<p><i>Action: Kirk to keep this item on the agenda for July</i></p>
<p>Expansion Policy</p> <ul style="list-style-type: none"> • The Board reviewed the proposed Policy E on Co-op Expansion: "Global Co-op Expansion Policy, 87 Church St" • Section E.3 "Financial Limitations: Ratios and Profit projections" will be finalized when the Pro forma and financing documents are complete. • The Board is responsible for "facilitating communication with WFC members" on the expansion. Alice and Kirk, as members of the Expansion subcommittee, will continue to report at the monthly Board meetings. The Board will decide on the information to be communicated to the general membership. Kathleen will coordinate with Steve Murphy to create a new "Expansion" heading on the brown menu at the top of the WFC website, and post regular updates. 	<p><i>Action: Alice to include an Expansion update in the next newsletter</i></p> <p><i>Action: Kirk to forward the Expansion Update slides presented at the 2017 and 2018 Annual Meetings to Steve Murphy, to be posted on the WFC website</i></p>
<p>Expansion Planning Update</p> <ul style="list-style-type: none"> • need to create a side-by-side comparison summarizing the pros and cons of re-purposing the 	<p><i>Action: Alice and Raluca to organize/summarize the</i></p>

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<p>current building at 87 Church St vs. tearing it down and rebuilding.</p>	<p>information we have to date on the two scenarios (renovate vs. teardown and rebuild) <i>Action: Kirk to add the "building tear-down question" to the July agenda</i></p>
<p>Board Policy Monitoring Reports</p>	
<p>Policy D.1: Governing Style Discussion: due to time constraints, the discussion and vote on Policy D.1 was postponed to the July meeting</p>	<p><i>Motion to postpone the discussion and vote on Policy D.1 to the July meeting (moved: Linda; second: Charlotte; 4 in favor, 2 opposed, 1 abstained)</i> <i>Action: Kirk to add Monitoring report D.1 to the July agenda</i> <i>Action: Raluca, Charlotte, and Linda to compile a list of questions and/or issues on Policy D.1, to discuss at the July meeting (please forward the list to Kirk prior to the meeting, it will be sent to the Board with the agenda)</i></p>
<p>General Manager Reports</p>	
<p>GM Policy B.6: Emergency Management Succession Discussion: in the future, use job titles rather than the actual names in the report</p>	<p><i>In compliance (moved: Kathleen; second: Linda; abstained: Alice)</i></p>
<p>Executive Session</p>	<p>None</p>
<p>Meeting adjourned</p>	<p>9:09 pm</p>