

**Willimantic Food Co-op
Meeting of the Board of Directors
September 6, 2018**

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

Absent: Joanne Todd

Others Attending: Patty Smith

Call to Order: 7:12 pm

Agenda Item	Resolution
Approve Minutes	
August Board meeting minutes Discussion: none	<i>August minutes approved</i> (moved: Kathleen; second: Raluca; abstained: Linda and Charlotte)
Members Speak Out	
No new comments on the BOD Board	<i>Action: Linda to recheck if the comment form on the website is working</i>
Ends Policy Revision - Introduction	
<ul style="list-style-type: none"> • Reviewed background materials, with discussion and questions, in preparation for work on Ends at the Board retreat on September 23. • Defined the purpose of the Ends policy: <ul style="list-style-type: none"> ◦ States what the Co-op is here to do - what results it aims to achieve (<i>actionable</i> and <i>aspirational</i>) ◦ Specifies who is to be benefited/affected by the ends (i.e. defining the subject of the ends policy) ◦ Characterizes cost/priority ◦ Provides direction from Board to G.M. ◦ Leads to measurable outcomes • Clarified the difference between a Mission Statement and an Ends Policy: <ul style="list-style-type: none"> ◦ The Mission is a public-focused statement, while the Ends drive internal strategy and processes. ◦ The wording of the Mission usually describes what the Co-op is/intends to be. The Ends describe results, but leave the "how" up to the management to determine. • Noted that sample Ends policies had common themes (e.g. environmental impact, food network, social impact) 	<i>Action: Linda to send Alice and Patty the material from CDS Ends to Ends on staff process ASAP</i>
Monitoring Reports	
<ul style="list-style-type: none"> • Board Policy <ul style="list-style-type: none"> ◦ D.4 Board Meetings ◦ D.5 Director's Code of Conduct 	<i>Motion to postpone reviewing and voting on Board Policies D.4 and D.5 due to lack of time. (moved: Charlotte; second: Raluca. Motion approved.)</i>

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<ul style="list-style-type: none"> • GM Report <ul style="list-style-type: none"> ◦ B.3 Financial Condition and Activities -2nd quarter 2018 (from Aug) <ul style="list-style-type: none"> Discussion: <ul style="list-style-type: none"> ▪ Budget and growth projections are developed by reviewing the previous year’s month-by-month data, and converting the data into quarterly, then annual figures. This method enables seasonal variance to be better anticipated. ▪ Though the sale of frozen meat has declined somewhat, it is assumed to be a result of the shift in purchases from frozen meat to fresh meat. The fresh meat cooler has generated over \$50K since it was introduced less than a year ago. ◦ B.8 Membership <ul style="list-style-type: none"> Discussion: <ul style="list-style-type: none"> ▪ The volume and the overall trend of negative comments in response to the “Wooden Nickel” survey on eliminating the non-member surcharge clearly indicates a need for educating the membership about the meaning/significance of being a co-operative <i>aside from cost</i>. Our member capital supports having a store to serve members’ needs, without the public-traded companies’ obligation to prioritize profit goals. Nancy mentioned check-out contact as an opportunity to shift the message to one that doesn’t focus on shelf price. ▪ Discussed different ways to engage people: <ul style="list-style-type: none"> • giving something when making a share payment, not just when finished; • contrasting with BJ’s annual membership with no end or ongoing relationship; • the power of ownership for the 99% vs the 1%; • rephrasing. 	<p><i>GM Report B.3: In compliance (moved: Linda, second: Kathleen, abstained: Alice. Motion approved.)</i></p> <p><i>GM Report B.8: In compliance (moved: Kathleen, second: Linda, abstained: Alice. Motion approved.)</i></p>
Subcommittee Reports	
<p>By-laws:</p> <ul style="list-style-type: none"> • Planning a meeting before end Sept.; several members volunteered. • Comparing recently adopted bylaws with CDS template. 	<p><i>Action: none</i></p>
<p>Adequate Net Income:</p> <ul style="list-style-type: none"> • The Board agreed with Patty’s suggestion for the revised wording for Policy B.3: “The GM will not... 2. Allow operations to generate an 	

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<p style="text-align: center;">inadequate net income <i>based on the needs of the Co-op in the current fiscal year and in keeping with the Ends and the long-term vision of the Co-op.</i></p> <ul style="list-style-type: none"> • Kirk and Linda are working on documenting our current understanding of net income for future reference; they hope to have a draft available for next meeting for feedback. 	<p><i>Action: Kirk and Linda to present a draft of the net income document to the Board</i></p> <p><i>Action: Patty to ask NCG to explain the 6% recommended net income.</i></p>
<p>Old and Ongoing Business</p>	
<p>Expansion Project Update:</p> <ul style="list-style-type: none"> ◦ Jessie Selman and Samantha Wood, from C&H architectural firm, visited the store, looked at the facilities, and talked to the staff. They will be providing feedback on the square footage needs, and developing a projection of what the store might look like. Planning to meet again in the next two weeks. ◦ Meeting with building owner (Barbara) on Friday 9/8 to discuss options. ◦ Bill Gessner of CDS is working on the Pro Forma development, in the following order: <ul style="list-style-type: none"> ▪ Option #1: keeping the current store at 92 Valley St, and rebuilding 87 Church St to provide supporting functions. This option looks feasible. The Pro Forma document will be complete shortly. ▪ Option #3: this is the biggest build-out, involving both the current building and new construction across the street ▪ Option #2: this is the midway position, making full use of current building, no immediate plans to use 87 Church St. Bill advised updating the 2014-15 market study. ◦ Bill Gessner advised updating the 2014-15 market study. 	<p><i>Action: none</i></p>
<p>Cooperative Status Memo</p> <ul style="list-style-type: none"> • Erbin Crowell (Exec. Director of NFCA) has agreed to assist in this effort • We will also be collaborating with Fiddleheads Coop 	<p><i>Action: Kathleen and Joanne to continue this work with Erbin and Fiddleheads</i></p>
<p>Conflict of Interest Form Revision</p> <ul style="list-style-type: none"> • this work is ongoing 	<p><i>Action: none</i></p>
<p>Member financial benefits & Non-member surcharge</p> <ul style="list-style-type: none"> • the status of this item was addressed in GM Report B.3 (Financial Condition) 	<p><i>Action: none</i></p>
<p>Annual Retreat on Sunday, Sept 23</p> <ul style="list-style-type: none"> • the following six topics will be covered: <ul style="list-style-type: none"> ◦ options for the expansion project (Alice/Kirk) ◦ Roles & Responsibilities (guided by Todd) ◦ Expansions in general; define phases; review 	

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<ul style="list-style-type: none"> ○ CDS background ○ Working with consultants & strategic partners; agreeing on common language ○ Communications & communication plans ○ Internal readiness 	
<p>Store Update</p> <ul style="list-style-type: none"> • Alice reported there have been some new requirements imposed by the Health Department as a result of a cooler failure • debate about packaging of cut melon. 	
Executive Session	None
Meeting adjourned	9:05 pm