

**Willimantic Food Co-op
Meeting of the Board of Directors
October 4, 2018**

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

Absent: none

Others Attending: Patty Smith, Roxana Mocanu (scribe)

Call to Order: 7:05 pm

Agenda Item	Resolution
Approve Minutes	
September Board meeting minutes Discussion: <ul style="list-style-type: none"> • need to implement a mechanism for tracking action items to ensure accountability, i.e. ensure all action items listed in the minutes have been completed or get carried over to the next month <ul style="list-style-type: none"> ○ <i>resolution:</i> effective immediately, review action items at the beginning of each Board meeting, before approving the minutes. The agenda should list two separate but related items: <ul style="list-style-type: none"> ▪ review action items ▪ approve minutes ○ each action item listed in the minutes should include a timeline • discussion on the following passage from the September minutes (in the discussion on GM Report, Policy B.8 Membership): "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 cooperative <i>aside from cost.</i>". Now that a need has been identified, how do we as a Board address this need? <ul style="list-style-type: none"> ○ <i>resolution:</i> Linda has added this item to the "parking lot". It will be addressed as part of the bigger effort on "member communication"; will also be addressed in the Ends policy. 	<p><i>Action: Kirk to add "review action items" to the agenda for each Board meeting</i></p> <p><i>September minutes approved (moved: Kathleen; second: Linda; all in favor)</i></p>
Review Action items from September Board Meeting	
<p><i>This item was added to the agenda during the meeting, as a result of the discussion above.</i></p> <ul style="list-style-type: none"> • Action items from September Board meeting: <ul style="list-style-type: none"> ○ Linda to recheck if the comment form on the website is working <ul style="list-style-type: none"> ▪ Linda confirmed that it is working ○ <i>Linda to send Alice and Patty the material from CDS Ends to Ends on staff process ASAP</i> 	

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<ul style="list-style-type: none"> ▪ not yet complete; Linda will send it out by Oct 5 ○ <i>Kirk and Linda</i> to present a draft of the net income document to the Board <ul style="list-style-type: none"> ▪ not yet complete ▪ Linda and Kirk will provide an update during the subcommittee reporting portion of the Board meeting ○ <i>Patty</i> to ask NCG to explain the 6% recommended net income. <ul style="list-style-type: none"> ▪ Patty has contacted Terry at NCG ▪ Terry will send the background documentation supporting the 6% recommended net income. ○ <i>Kathleen and Joanne</i> to continue working with Erbin and Fiddleheads on the Cooperative Status <ul style="list-style-type: none"> ▪ a meeting has been scheduled for Oct 11 to work on this issue ▪ Kathleen and Joanne will provide an update during the “ongoing business” portion of the Board meeting 	
<p>Members Speak Out</p>	
<p>No new comments on the BOD Board</p>	<p><i>Action:</i> none</p>
<p>Reflection on the Board Retreat</p> <ul style="list-style-type: none"> • Annual Retreat minutes will be approved at the November Board meeting • Each person in attendance had the opportunity to provide input on the retreat: <ul style="list-style-type: none"> ○ many participants appreciated having a whole day together to address some big topics (the expansion and the Ends) without the time constraints of a two-hour Board meeting ○ participants appreciated Todd’s guidance during the retreat ○ some of the newer Board members felt that the retreat was helpful in explaining and clarifying some background information ○ participants appreciated the opportunity to discuss the Coop at a higher level ○ participants felt that we made significant progress as a result of the work done during the retreat ○ participants appreciated the opportunity for divergent views and discussion during the retreat ○ participants enjoyed the opportunity to brainstorm aspirational goals for the Coop during the Ends discussion <ul style="list-style-type: none"> ▪ some participants would have liked to spend more time after the brainstorming exercise 	<p><i>Action:</i> Kirk to add “approving the Annual Retreat minutes” to the November Board meeting agenda</p> <p><i>Action:</i> Kirk to add “generating a list of action items based on the Annual Retreat minutes” to the November Board meeting agenda</p>

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<p>to get closure next step: work on the challenge of making sure these aspirational goals are aligned with what the membership wants</p> <ul style="list-style-type: none"> ○ the Annual retreat minutes will serve to document the ideas and discussion generated during the retreat <ul style="list-style-type: none"> ▪ review the retreat minutes during the November Board meeting and generate a list of action items with a timeline for each item. 	
Expansion Update	
<ul style="list-style-type: none"> • The Building Committee (Kathleen, Kirk, Patty, and Alice) is working with Jesse Selman and Thomas Hartman from C&H Architects. • C&H proposed tearing down the main building at 87 Church St and constructing a new building of similar size to meet our immediate needs (kitchen, office space). This could be the first step in the incremental-growth approach to expansion. At a later time, we may choose to add onto this new building, so that we could move the entire store across the street (from 91 Valley to 87 Church St). Finally, the storage buildings (referred to as “shed row”) could be used to achieve our long-term vision. • Alice distributed a two-page memo from C&H Architects, dated October 5, defining the following components: <ul style="list-style-type: none"> ○ Building 1 (B1): will serve immediate needs <ul style="list-style-type: none"> ▪ 1st floor: kitchen, multi-purpose, bathrooms ▪ 2nd floor: staff offices ○ Building 2 (B2): New Store (to replace our current store at 91 Church St) ○ Building 3 (B3): Shed row, Brick row - will serve the longer-term vision, storage, maintenance equipment, parking, etc <p>The memo states that “C&H will develop a plan for 87 Church St that allows for 3 scenarios to be reviewed in terms of scope and cost”:</p> <ul style="list-style-type: none"> • Scenario 1: B1 and initial site work (Fall 2019- Fall 2020). • Scenario 2: Building B1 and B2 together, plus B3, plus all site work (Fall 2019 - Summer 2021) • Scenario 3: Assumes Scenario 1 is already in place, Attach B2, plus final site work (Spring 2026 - Fall 2027) • Scenarios 1 and 3 are part of the incremental-growth approach, while Scenario 2 is an all-in-one approach. • Our current store (91 Valley St) has 5,300 ft² of retail space (8,100 ft² total). The area of the proposed buildings at 87 Church St is: 	<p><i>Action: Alice to discuss with C&H the concerns that 6,000 ft² might not be enough retail space to accommodate future sales growth, and to explore the possibility of using some of the space in B1 for retail after B2 has been added on.</i></p>

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<ul style="list-style-type: none"> • B1 + B2 = 10,000 ft² • B1 (2nd floor) = 4,000 ft² • B3 = 3,000 ft² • 17,000 ft² total • B2 (new store) has 6,000 ft², compared to our current store of 5,300 ft². Will that be enough retail space to allow for sales growth? How big a store can we fit on the property? How big a store do our members want? • C&H recommends we hire an estimator (Vermeulens) to provide detailed pricing for the pro forma document. The Board agrees with the recommendation. • Jesse Selman is working with town zoning officials to determine how much of the 87 Church St property can be developed. 	
Monitoring Reports	
<ul style="list-style-type: none"> • Board Policy <ul style="list-style-type: none"> ◦ D.4 Board Meetings <ul style="list-style-type: none"> ▪ discussion: item #1 under D.4, using Board meeting time “only for work that is the whole Board’s responsibility. We will avoid committee issues...”. • Some Board members expressed concern about inadequate training/orientation materials for newly-elected Board directors. It was suggested to include a summary of Robert’s Rules of Order in the training materials, and to provide a list and short description of Board subcommittees to new Board directors. ◦ D.5 Director’s Code of Conduct <ul style="list-style-type: none"> ▪ discussion: item #2 under D.5 “Directors must demonstrate unconflicted loyalty to the interests of the Cooperative’s owners.” How can we be certain that we know and understand the interests of the cooperative’s owners? <ul style="list-style-type: none"> • In the context of D.5, the Director’s duty is to be loyal first and foremost to the Cooperative’s owners <i>to the best of our knowledge and understanding</i>, instead of serving the Director’s own interests. For example, Board directors who are also vendors to the Coop cannot represent their own interests (as explained in items 2 a, b, c, and d). • A conflict of interest form is being developed to provide transparency on this issue (more info on this in the Ongoing Business section). Until such 	<p><i>Policy D.4: In Compliance</i> (moved: Joanne, second: Kathleen, abstain: Raluca, all in favor)</p> <p><i>Policy D.5: In Compliance</i> (moved: Joanne, second: Kathleen, all in favor)</p>

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<p>time when the conflict of interest form is available, directors are expected to verbally acknowledge/state their conflict of interest at the start of the discussion. Once the conflict has been explicitly stated, the Directors are allowed to participate in the discussion.</p> <ul style="list-style-type: none"> ○ Policy D.6 Officer's Role <ul style="list-style-type: none"> ▪ discussion: there is overlap between Policy D.6 and the Bylaws, in that both documents contain a lengthy description of the officer's roles and responsibilities. Can we simplify the Bylaws and remove some of the redundant information? Consult with lawyer. 	<p><i>Policy D.6: In Compliance</i> (moved: Joanne, second: Kathleen, all in favor)</p> <p><i>Action: Bylaws subcommittee</i> to consult with lawyer about removing the definitions of the officer's role in the Bylaws (the definitions are also contained in Policy D.6).</p>
Subcommittee Reports	
<p>By-laws:</p> <ul style="list-style-type: none"> • The subcommittee recently held a meeting; Alice, Linda, and three members who volunteered for the subcommittee were in attendance. • Next meeting scheduled on Fri Oct 12 	<p><i>Action: none</i></p>
<p>Adequate Net Income:</p> <ul style="list-style-type: none"> • no progress to report at this time • will provide a timeline at the next Board meeting 	<p><i>Action: Kirk and Linda</i> to provide a timeline at the November Board meeting</p>
<p>Ends Policy:</p> <ul style="list-style-type: none"> • no progress to report since this topic was last discussed at the Annual Retreat on Sept 23 • will provide a timeline at the next Board meeting 	<p><i>Action: Kathleen</i> to contact Kirk and Linda to schedule a meeting</p> <p><i>Action: Kathleen, Kirk and Linda</i> to provide a timeline at the November Board meeting</p>
Ongoing Business	
<p>Cooperative Status Memo</p> <ul style="list-style-type: none"> • Joanne and Alice will meet on October 11 with Erbin Crowell (Exec. Director of NFCA), and the GM and Board President from Fiddleheads Coop to discuss the proposed changes to the CT Cooperative Statutes • would like to introduce the proposed changes at the next legislative session beginning in January • Joanne has been in contact with Mae Flexer 	<p><i>Action: Kathleen and Joanne</i> to continue this work with Erbin and Fiddleheads</p>
<p>Conflict of Interest Form Revision</p> <ul style="list-style-type: none"> • the draft needs more work • the Conflict of Interest form will be a separate document (as opposed to having it embedded in the Director's Code of Conduct and then signing a disclosure) • future work may include a pre-emptive letter of resignation 	<p><i>Action: Alice</i> to send Charlotte the draft form of the Conflict of Interest form</p> <p><i>Action: Kirk and Joanne</i> to send Kathleen a sample Conflict of Interest form used in their organizations.</p>
New Business	

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<p>NFCA September Board Members Workshop</p> <ul style="list-style-type: none"> • Raluca attended the workshop and briefed the Board on the main topics of discussion: <ul style="list-style-type: none"> ◦ Expansion ◦ Member engagement, education, and outreach ◦ Recruiting and retaining Board directors ◦ Diversity <p>Cooperative Board Leadership CBL101 Training Course:</p> <ul style="list-style-type: none"> • new Board members are encouraged to attend the training course offered in January. Also check out the reference library on the CDS website. <p>NCG updates:</p> <ul style="list-style-type: none"> • Patty attended the NCG Fall meeting in Minneapolis and shared a brief summary with the Board: <ul style="list-style-type: none"> ◦ NCG is in the process of recruiting a new CEO ◦ Harvest Food Coop in Boston will be closing by the end of the year 	
<p>Store Update</p> <ul style="list-style-type: none"> • 6.8% sales growth year-to-date • 1.28% sales growth in September (relative to Sept 2017) • the current grab-and-go case is not reliably maintaining temperature and will be replaced; a new two-door freezer and a new two-door beverage case will be installed soon 	
<p>Executive Session</p>	<p>None</p>
<p>Meeting adjourned</p>	<p>9:09 pm</p>