

**Willimantic Food Co-op
Meeting of the Board of Directors
January 3, 2019**

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

Absent: Raluca Mocanu

Others Attending: Patty Smith, Roxana Mocanu (scribe)

Call to Order: 7:10 pm

Agenda Item	Resolution
Members Speak Out	
No new comments on the BOD Board	
Approve Minutes & Review Action items	
<p>November Board meeting minutes</p> <ul style="list-style-type: none"> • the draft version of the minutes will be updated to incorporate Alice’s summary. Board members will vote by email to approve the updated minutes. <p>Annual Retreat minutes</p> <ul style="list-style-type: none"> • need to create a concrete, actionable plan for the Board to engage and communicate with the membership regarding: <ul style="list-style-type: none"> ◦ the Ends policy ◦ the Expansion policy <p>December Board meeting minutes</p> <p>Review action items:</p> <ul style="list-style-type: none"> • <i>Action: Kathleen</i> to add “generating a list of action items based on the Annual Retreat minutes” to the January Board meeting agenda. <ul style="list-style-type: none"> ◦ <i>status: completed.</i> • <i>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). <ul style="list-style-type: none"> ◦ <i>status: in progress</i> • <i>Alice</i> to send Charlotte the draft version of the Conflict of Interest form. <ul style="list-style-type: none"> ◦ <i>status: completed</i> • <i>Alice</i> to put together a brief presentation to members summarizing the status of the expansion plans and listing next steps, and email to the Board prior to the Jan 3 meeting. <ul style="list-style-type: none"> ◦ <i>status: completed</i> • <i>Alice</i> to gather all the member input on the expansion we have collected so far, and forward to Linda. Alice and Linda will summarize the members’ input into a reference document. <ul style="list-style-type: none"> ◦ <i>status: in progress</i> • <i>Alice</i> to contact CDS to find out who will cover for Bill Gessner while he is recovering. <ul style="list-style-type: none"> ◦ <i>status: in progress (have not heard back</i> 	<p><i>Action: Roxana</i> to update the November minutes and send to all Board members for approval</p> <p><i>Action: Kathleen</i> to add “Expansion Policy” to the February Board meeting agenda.</p> <p><i>Action: Kathleen</i> to add “Conflict of Interest form” to the February Board meeting agenda.</p> <p><i>December minutes approved</i> (moved:Linda; second: Joanne; all in favor)</p> <p><i>Action: review all in progress</i> actions carried over from the December meeting</p>

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- from CDS yet)*
- Alice to look into adding an event calendar to the website.
 - *status: in progress*
 - Joanne and Linda to work with Steve Murphy to allocate space on the website for Board-related documents (for internal Board use).
 - *status: in progress*
 - Kathleen to add to January agenda "Create a plan to reach full compliance on policy D.8." The plan must include a process for cross-educating and reporting to the entire Board on issues discussed during training events.
 - *status: completed (will be discussed later in the meeting)*
 - Joanne to contact Mae Flexer and Cathy Osten to get an update.
 - *status: completed (will be discussed later in the meeting)*
 - Joanne to contact Erbin, Cathy Osten, and Susan Zimmerman to discuss the possibility of hiring a lobbyist
 - *status: completed (will be discussed later in the meeting)*
 - Alice to update Susan Johnson on the current status
 - *status: completed (but have not heard back from Susan)*
 - Alice to start the preliminary planning for the Annual Meeting and report to the Board at the Jan meeting
 - *status: completed (will be discussed later in the meeting)*
 - Linda to email the adequate net income statement to the Board prior to the Jan 3 meeting
 - *status: completed*
 - Linda to provide a timeline (on adequate net income) at the January Board meeting
 - *status: completed (will be discussed later in the meeting)*
 - Kathleen and Linda to send out their draft ends statement prior to the Jan meeting (it will be included in the agenda package)
 - *status: completed*
 - Kathleen and Linda to provide a timeline (on ends policy) at the Jan Board meeting
 - *status: completed (will be discussed later in the meeting)*
 - set up a separate meeting in January to discuss Board recruitment
 - *status: completed (will be discussed later in the meeting)*

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<p>Expansion Update</p> <ul style="list-style-type: none"> • Kathleen and Alice to attend the Windham Town Manager’s presentation reviewing the updated development plan. • The results of the updated market study were not significantly different from the previous study. • The expansion plans are focused on meeting the needs of the Coop members. • Patty and Alice recently met with another architect to discuss expansion plans. 	<p><i>Action: Alice to invite GMs from other NE Coops to meet with us to exchange ideas and share their experience on expansion.</i></p> <p><i>Action: Kathleen to invite Kirk to write a newsletter article with an update of the expansion plans.</i></p> <p><i>Action: Alice to send the newsletter submission deadline to the Board</i></p>
<p>Monitoring Reports</p> <p>GM Reports:</p> <ul style="list-style-type: none"> ◦ B.2 Financial Planning Discussion: <ul style="list-style-type: none"> • The results from the latest inventory will help clarify the issue with the lower-than-expected 3rd quarter margin. ◦ B.1 Staff Treatment and Compensation Discussion: <ul style="list-style-type: none"> • The Board reviewed the results of the 2018 staff mini-survey. The results were generally positive. The following areas need improvement: <ul style="list-style-type: none"> ◦ employee handbook / personnel policy manual ◦ informing employees of the Coop’s accident, store security, and safety procedures ◦ setting up clear goals in the employee evaluations • 2019 will be a full survey <ul style="list-style-type: none"> • Board Policy <ul style="list-style-type: none"> ◦ C.1 Unity of Control Discussion: <ul style="list-style-type: none"> • none ◦ D.8 Governance Investment Discussion: <ul style="list-style-type: none"> • Policy D.8 was discussed at the December meeting and voted to be in partial compliance. • To reach full compliance, Board members are asked to write a report (suggested length: ½ page to a full page) summarizing the seminar or training they attended, to share with the Board for cross-training purposes. 	<p><i>GM Report B.2: In Compliance (moved: Joanne, second: Linda, abstained: Alice). Motion approved.</i></p> <p><i>GM Report B.1: In Compliance (moved: Joanne, second: Nancy, abstained: Alice). Motion approved.</i></p> <p><i>Action: Alice to look into the Workers’ Compensation trust online training.</i></p> <p><i>Policy C.1: In Compliance (moved: Charlotte, second: Linda). Motion approved.</i></p>

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<p>CT Cooperative Statute</p> <ul style="list-style-type: none"> • Joanne consulted with Erbin regarding the possibility of hiring a lobbyist, and came to the conclusion that it would be too expensive. • Need to identify a list of supporters willing to testify in support of the proposed amendment. 	<p><i>Action: Joanne and Alice to set up a meeting with Mae Flexer, Cathy Osten, and Susan Zimmerman.</i></p>
<p>Adequate Net Income:</p> <p>The Board agreed to replace the current Policy B.3 item 2 wording: "The General Manager will not... Allow operations to generate an inadequate net income", with the following revised wording: "The General Manager will not... Allow operations to generate a net income inadequate to meet the expected needs of the Co-op in the current fiscal year and to provide long-term support for its Ends."</p>	<p><i>Motion to amend the Policy Governance Manual to update Policy B.3. (motion: Linda, second: Charlotte). Motion approved.</i></p>
<p>Ends Policy:</p> <ul style="list-style-type: none"> • The Board needs more time to review the draft Ends Policy document sent out by Kathleen • Next steps: <ul style="list-style-type: none"> ○ finalize the Ends Policy ○ create an execution plan ○ establish measures of success. 	<p><i>Action: all Board members to review the draft Ends Policy document and provide input at the Feb Board meeting.</i></p> <p><i>Action: Kathleen to keep the "Ends Policy Rewrite" on the agenda for the Feb Board meeting.</i></p>
<p>New Business</p> <ul style="list-style-type: none"> • Consent Agenda <ul style="list-style-type: none"> ○ in an attempt to save time during Board meetings, Todd and Kathleen discussed the possibility of using a consent agenda: "A consent agenda is a board meeting practice that groups routine business and reports into one agenda item. The consent agenda can be approved in one action, rather than filing motions on each item separately." (ref: www.boardeffect.com). ○ Several items can be bundled into the consent agenda, including: <ul style="list-style-type: none"> ▪ the minutes from the previous meeting ▪ subcommittee reports (to be distributed to the Board with the agenda package) ○ Only one motion would be required to vote on the several items included in the consent agenda, and there is opportunity to discuss each item prior to voting. • Annual meeting <ul style="list-style-type: none"> ○ Proposed date: Sunday April 28 (second 	<p><i>Action: Kathleen and Joanne to further discuss the possibility of using a consent agenda for our Board meetings.</i></p> <p><i>Action: Alice to find out if the Windham Theatre Guild is available for the Annual Meeting.</i></p>

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<p>choice: May 5)</p> <ul style="list-style-type: none"> ○ Alice and Charlotte will be working together on planning the Annual Meeting • Recruiting new Board members: <ul style="list-style-type: none"> ○ the Board is looking to appoint two new members (to be voted in during the Annual meeting) ○ two of the current Board Members will be running for re-election 	<p><i>Action: Alice and Kathleen to come up with a list of potential candidates to serve on the Board.</i></p> <p><i>Action: Kathleen and Alice to put together a description of the work and time commitment requirements and the qualifications needed to serve on the Board, to be added to the website.</i></p>
<p>Store and Operations Update</p>	
<ul style="list-style-type: none"> • Strong sales in December • 5% holiday rebate was extended until Dec 24 • December sales growth: 8.2% relative to Dec 2017 • ytd sales growth: 6.9% • wooden nickel program allowed members to vote on how the \$11,000 in charitable donations would be allocated (most of the money went to Covenant Soup Kitchen, Holy Family Shelter, and the No-Freeze Shelter, but members also had the opportunity to write in a charity of their choice) • staff changes: new front-end manager 	
<p>Executive Session</p> <ul style="list-style-type: none"> • The Executive Committee moved into Executive Session at 9:10 pm to discuss the GM compensation. The proposed GM salary increase was approved unanimously. 	<p><i>Motion to adjourn the regular meeting and move into Executive Session: moved: Linda, second: Charlotte</i></p>
<p>Meeting adjourned</p>	<p>9:30 pm</p>