

**Willimantic Food Co-op
Meeting of the Board of Directors
February 7, 2019**

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

Absent: Raluca Mocanu, Charlotte Ross

Others Attending: Roxana Mocanu (scribe), Sarah Acorsi

Call to Order: 7:07 pm

Agenda Item	Resolution
Approve Consent Agenda	
<ul style="list-style-type: none"> • Approving January Board Meeting minutes • Appointing Sarah Accorsi to the Board of Directors • Subcommittee reports: <ul style="list-style-type: none"> ◦ <i>CT Cooperative Statute:</i> <ul style="list-style-type: none"> ▪ Senator Osten and co-sponsors introduced CT General Assembly Bill # 138 on January 11, 2019. The bill is in the Judiciary Committee where a public hearing will take place (date TBD) and then a committee vote. ▪ The committee has been working with Erbin Crowell, Executive Director of NFCA (Neighboring Food Co-op Association). Erbin created a summary of talking points and a letter-of-support template in preparation for hearings and a wider advocacy effort. ▪ The committee is identifying stakeholders who can deliver compelling testimony in person and a wider group to submit written testimony. ▪ Next steps were discussed at a later point in the meeting (see page 2) ◦ <i>By-Law Revisions:</i> <ul style="list-style-type: none"> ▪ The committee needs one more meeting to finalize the proposed revisions, then needs to find a lawyer who will review them for feedback before presenting to Board and members for input. ◦ <i>Monitoring Reports:</i> <ul style="list-style-type: none"> ▪ Board Policy C.2: Accountability of the Manager ▪ GM Policy B.3: Financial Condition and Activities (4th quarter and 2018 year-end) <ul style="list-style-type: none"> • Policy B.3 was discussed later in the meeting 	<p><i>Motion to approve the Consent Agenda (moved: Joanne, second: Linda, abstained: Sarah). Motion approved.</i></p> <p><i>Action: Linda to write an update on the proposed By-law revisions to be published in the newsletter.</i></p>
<p>Approving November Board meeting minutes</p> <ul style="list-style-type: none"> • The minutes from the November 8 Board meeting were unanimously approved by email voting. 	<p><i>Action: none</i></p>
Old Business	
<p><i>Allocation of storage space for internal Board usage:</i></p> <ul style="list-style-type: none"> • Linda is working with Steve Murphy to allocate storage space on the website for internal Board 	<p><i>Action: Linda to check with Steve on the status of the storage space allocation.</i></p>

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<p>usage. The intent is to have a dedicated, shared, password-protected space to keep working copies of Board documents.</p>	<p><i>Action: Kathleen</i> to add “BOD storage space allocation” to the March agenda</p>
<p><i>Expansion Policy:</i></p> <ul style="list-style-type: none"> • The Board reviewed the latest draft of Policy E: Global Co-op Expansion Policy. 	<p><i>Action: Linda</i> to edit the Policy E document and present to the Board (to be included in the Consent Agenda)</p>
<p><i>Annual Meeting planning update:</i></p> <ul style="list-style-type: none"> • Alice will find out if the Windham Theater Guild is available to host the Annual meeting on April 28 • If the Theater Guild is unavailable, Alice will contact Waldron’s studio (Studio 88). • the food will be catered by Sarah at Not Only Juice. • Potential speakers: Erbin Crowell (to present on the proposed changes to the CT Cooperative Statute), and/or a Windham Town representative (to present an update on the Senior Center / Community Center). 	<p><i>Action: Alice</i> to confirm the location of the Annual Meeting.</p> <p><i>Action: Kathleen</i> to keep this item on the agenda for March</p>
<p><i>Ends Policy:</i></p> <ul style="list-style-type: none"> • The Board reviewed the proposed updates to the Ends Policy (Policy A in the Policy Governance manual). 	<p><i>Action: Nancy</i> to edit and revise the first version of the proposed Ends Policy and present to the Board.</p> <p><i>Action: Kathleen</i> to add “Ends Policy” under Old Business to the March agenda.</p>
<p><i>CT Cooperative Statute:</i></p> <ul style="list-style-type: none"> • Next steps: <ul style="list-style-type: none"> ○ identify potential in-person testifiers ○ recruit members to write letters to legislators in support of the proposed bill (Erbin provided a sample letter to legislators). 	<p><i>Action: Kathleen</i> to write a cover letter to distribute along with the “talking points” summary from Erbin to potential testifiers in support of the CT Cooperative Statute during the Birthday party on Feb 10</p> <p><i>Action: Joanne</i> and Susan Zimmerman to write a newsletter article on the proposed amendments to the CT Cooperative Statute bill.</p>
<p>New Business</p>	
<ul style="list-style-type: none"> • <i>Recruitment of new Board members:</i> <ul style="list-style-type: none"> ○ Todd Wallace (CDS consultant) suggested that Board recruitment should be an on-going process. A Board subcommittee may be formed to address Board recruitment and to create a succession plan. Potential Board recruits can work on various subcommittees to 	<p><i>Action: Kathleen</i> to keep “Board recruitment” on the agenda</p> <p><i>Action: Alice</i> to ask Stefan Kamola if he is interested in joining the Board</p>

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<p>become familiar with the Board before committing to becoming Board members.</p> <ul style="list-style-type: none"> • <i>Clarifying the Board's responsibility to member engagement and outreach:</i> <ul style="list-style-type: none"> ◦ the Board and Management share responsibility for member engagement. ◦ set up a subcommittee (open to the general membership, not just Board members) to lead a formal, reoccurring effort to address member engagement. • <i>GM Policy B.3: Financial Condition and Activities (4th quarter and year-end)</i> <ul style="list-style-type: none"> ◦ Alice and Penny will hold a financial review with Susan (our accountant) ◦ Joanne will report on the financial statements during the Annual meeting. Her presentation will be included as an attachment to the Annual Meeting minutes. • <i>NFCA Annual Meeting:</i> <ul style="list-style-type: none"> ◦ March 23, Greenfield MA ◦ Board members are encouraged to attend - let Alice know so she can fill out the registration • <i>CCMA (Consumer Cooperative Management Association) Annual Conference:</i> <ul style="list-style-type: none"> ◦ June 6-8 in Durham NC ◦ early bird registration deadline: April 5 ◦ the budget allocated will allow 2 or 3 Board members to attend • <i>Expansion Update:</i> <ul style="list-style-type: none"> ◦ Don Moffitt, CDS consultant, is taking over the Pro forma work. Don is currently working on updating the pro forma documents Bill Gessner created for the 3 options we are considering for the expansion, to include the results from the 2018 updated market study. ◦ Alice spoke to Jim Bellano (Town of Windham Economic Development Director) regarding the issue of limited parking space at 87 Church St and how it affects our ability to expand. Jim offered to have the delivery trucks come in through the municipal lot, which would allow us to reconsider the footprint of the building. 	<p><i>Action: Linda</i> to send Kathleen her package of Board Orientation materials</p> <p><i>Action: Alice</i> to inform the Board of the newsletter submission deadline.</p> <p><i>Action: Alice and Penny</i> to send Joanne the final financial statements (after the financial review)</p> <p><i>Action: Board members</i> interested in attending the NFCA Annual meeting to let Alice know asap.</p>
<p>Store and Operations Update</p>	
<ul style="list-style-type: none"> • January sales growth: 6.65% 	

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<ul style="list-style-type: none">• implemented new “pay-for-performance” model• Coop Birthday Party: Sat Feb 9	
Executive Session	None
Meeting adjourned	9:02 pm