

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

Directors Attending: Linda Brock, Alice Rubin, Kathleen Krider, Nancy McMerriman, Joanne Todd, Raluca Mocanu, Sarah Acorsi, Patty Smith

Absent: Charlotte Ross

Others Attending: Roxana Mocanu (scribe)

Call to Order: 7:08 pm

Agenda Item	Resolution
Approve Consent Agenda	
<ul style="list-style-type: none"> • Approving February Board Meeting minutes • Subcommittee reports: <ul style="list-style-type: none"> ◦ <i>CT Cooperative Statute</i>, submitted by Joanne: <ul style="list-style-type: none"> ▪ On February 15 the Judiciary Committee voted to draft the bill (CT General Assembly Bill #138). We have not seen the drafted bill and we do not know when the hearing will be scheduled. ▪ Susan Zimmerman, member of Willimantic Food Co-op and board member at Fiddleheads, wrote a newsletter article to engage members in advocacy for the bill. ▪ Susan also spoke with Cathy Osten, lead sponsor of the bill, and Cathy wants to get this bill passed this session. ▪ The lobbyist for the Credit Union League of Connecticut is also keeping an eye on the bill and has spoken with the co-sponsors in support of the bill. ◦ <i>By-Law Revisions</i>, submitted by Linda: <ul style="list-style-type: none"> ▪ The bylaws subcommittee met in February to finalize draft revisions prior to submission to a lawyer for review. Thoughts about the purpose and tone of the bylaws continued to generate lively debate, as in a number of prior meetings. The resulting draft is in the hands of committee members for a "close read" for final corrections. We expect to send it to Dave Swanson for feedback, following which it will either be brought to the Board for review or go through another round of edits. ◦ <i>Expansion Policy</i>, submitted by Linda: <ul style="list-style-type: none"> ▪ Linda sent out an updated version of "Policy E: Co-op Expansion" ◦ <i>Monitoring Reports</i>: <ul style="list-style-type: none"> ▪ Board Policy C.3: Delegation to the Manager ◦ General comments on the Consent Agenda process: <ul style="list-style-type: none"> ▪ Both the agenda and the consent agenda will be posted in store prior to the Board meeting. 	<p><i>Motion to approve the Consent Agenda (moved: Joanne, second: Linda). Motion approved.</i></p>

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

<ul style="list-style-type: none"> ▪ Board members wishing to submit information to be included in the Consent Agenda need to send it to the Board Chair (Kathleen) and the scribe (Roxana) by the Sunday morning prior to the Thursday Board meeting. ▪ Roxana will send out the agenda package (including the consent agenda) to the Board by end of day Sunday. ▪ Board members are encouraged to communicate through email prior to the Board meeting to ask questions on agenda items, and/or to request to have items pulled out of the consent agenda. 	
<p>Old Business</p>	
<p><i>Annual Meeting planning update:</i></p> <ul style="list-style-type: none"> • April 28, 5 to 8 pm, at Waldron’s studio (Studio 88). • members will vote to adopt the BOD nominated slate of candidates for the Board of Directors: <ul style="list-style-type: none"> ○ A vote will be held at the April 4 Board meeting to appoint Stefan Kamola, to fill the seat previously held by Kirk Begg, for the remaining 2 years of the term (ending in 2021) ○ Sarah Accorsi has been appointed at the February Board meeting, to fill the seat previously held by Johnnie Walker, for the remaining 1 year of the term (ending in 2020) ○ Joanne Todd and Linda Brock are nominated for re-election (3-year-term) • the food will be catered by Sarah at Not Only Juice. • Potential speakers (to be confirmed): Ben DeVivo to speak on recycling • Agenda: <ul style="list-style-type: none"> ○ State of the Board (Kathleen) ○ Member vote on nominated slate of candidates ○ Financial Overview (Joanne) ○ Guest Speaker ○ Expansion Update (Alice) ○ Ends Policy (Kathleen) ○ Q & A on bylaws revisions 	<p><i>Motion to accept the slate of candidates as nominated by the Board (motion: Raluca, second: Nancy). Motion approved.</i></p> <p><i>Action: Kathleen to send Alice the newsletter article.</i></p> <p><i>Action: Kathleen to finalize the agenda for the Annual meeting.</i></p> <p><i>Action: Linda to send out the updated version of the bylaws for members to review prior to the Annual meeting.</i></p>
<p><i>Ends Policy:</i></p> <ul style="list-style-type: none"> • Nancy sent out an updated version of the Ends Policy (Policy A in the Policy Governance Manual). • Patty suggested revised wording for the third bullet point (on diversity). • Once the Policy has been adopted, the Board will turn it over to the Management team. • Discussion on setting measurable goals, tracking, and documenting. 	<p><i>Motion to adopt the updated Ends policy as sent out by Nancy, and amended by Patty (motion: Joanne, second: Nancy, opposed: Linda and Raluca). Motion approved.</i></p> <p><i>Action: Kathleen to keep this item on the agenda for April, to discuss implementing the updated Ends Policy.</i></p>

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

<ul style="list-style-type: none"> • <i>NFCA Annual Meeting:</i> <ul style="list-style-type: none"> ◦ March 23, Greenfield MA ◦ several Board and staff members will attend 	Action: none
<ul style="list-style-type: none"> • <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 	Action: none
New Business	
<ul style="list-style-type: none"> • <i>GM Monitoring Report: A.1 Global Ends</i> <ul style="list-style-type: none"> ◦ discussion on defining what constitutes “nutritious, local, high quality food”, and clarifying and communicating the Coop’s ingredient standards to our members 	<i>GM Report A.1: In compliance (moved: Joanne, second: Linda, abstained: Alice). Motion approved.</i>
<ul style="list-style-type: none"> • <i>BOD storage Space allocation</i> <ul style="list-style-type: none"> ◦ Password-protected storage space is available. Board members are encouraged to experiment by setting up a folder to contain information for the upcoming meeting ◦ the Board would like to have the ability to edit/modify documents in the shared storage space (similar to Google Docs) 	Action: Linda to send out the instructions for using the electronic storage space allocated to the Board
<ul style="list-style-type: none"> • Plastic bag ban: <ul style="list-style-type: none"> ◦ Town of Windham has proposed a ban on plastic checkout bags, and initiated a two-year study on the possibility of banning all plastic produce and product bags. The Co-op will want to be involved with the committee doing the study. ◦ The Co-op’s first produce bag sew-in event on February 24 was successful in producing 76 cloth produce bags to be given away. 	Action: none
Store and Operations Update	
<ul style="list-style-type: none"> • February sales growth: 7% • The new “pay-for-performance” compensation model was presented at the February 17 staff meeting 	
Executive Session	None
Meeting adjourned	9:06 pm