

**Willimantic Food Co-op  
Meeting of the Board of Directors  
April 4, 2019**

**Directors Attending:** Linda Brock, Alice Rubin, Kathleen Krider, Nancy McMerriman, Joanne Todd, Raluca Mocanu, Charlotte Ross, Stefan Kamola

**Absent:** Sarah Acorsi

**Others Attending:** Roxana Mocanu (scribe), Maggie Cohn (guest)

**Call to Order:** 7:06 pm

| Agenda Item   | Resolution  |
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| <b>Guest Speaker</b>  |   |
| <p>Maggie Cohn, Southeast Loan and Outreach Officer at Cooperative Fund of New England (CFNE)</p> <ul style="list-style-type: none"> <li>• CFNE provides loans to cooperatives, nonprofits, and worker-owned businesses throughout New England</li> </ul>   |   |
| <b>Approve Consent Agenda</b>   |   |
| <ul style="list-style-type: none"> <li>• The March Board Meeting minutes were pulled out of the Consent Agenda, to be approved separately (see below)</li> <li>• Subcommittee reports: <ul style="list-style-type: none"> <li>◦ <i>CT Cooperative Statute</i>, submitted by Joanne: <ul style="list-style-type: none"> <li>▪ The Judiciary Committee drafted SB 138 (“an Act modernizing the State’s Cooperative Association Statutes”) on March 19.</li> <li>▪ A public hearing was held on April 3. Several WFC staff and Board members, as well as representatives from Fiddleheads and Mad River Coop, testified in support of the bill. Erbin Cromwell and Jim Bellano also testified in support.</li> <li>▪ Susan Zimmerman, WFC member and Fiddleheads Treasurer, wrote an article for the Compost newsletter encouraging advocacy from members in support of the bill.</li> <li>▪ Addressed postcards in support of the bill will be made available at cash registers in the store for members to send in.</li> <li>▪ Next steps: after the Judiciary Committee vote, the bill will be sent to the Legislative Commissioners’ Office.</li> </ul> </li> <li>◦ <i>By-Law Revisions</i>: no update at this time</li> <li>◦ <i>Monitoring Reports</i>: <ul style="list-style-type: none"> <li>▪ Board Policy C.4: Monitoring Manager Performance</li> <li>▪ GM Monitoring Report B.4: Asset Protection</li> </ul> </li> </ul> </li> </ul> | <p><i>Motion to approve the Consent Agenda (moved: Joanne, second: Nancy). Motion approved.</i></p> |
| <b>Approve March Board Meeting Minutes</b>  |   |
| Three corrections were made on page 2 (under the  | <i>Motion to approve the</i>  |

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| <p>headings “Annual Meeting” and “Ends Policy”).</p>  | <p><i>amended March Minutes (moved: Joanne, second: Linda, abstained: Stefan). Motion approved.</i></p>  |
| <p><b>Old Business</b></p>  |  |
| <p><i>Annual Meeting planning update:</i><br/>April 28, 5 to 7:30 pm, at Waldron’s studio (Studio 88).</p> <ul style="list-style-type: none"> <li>• Agenda: <ul style="list-style-type: none"> <li>◦ Welcome: Kathleen</li> <li>◦ BOD Elections (member vote): Charlotte</li> <li>◦ Updates and Announcements: <ul style="list-style-type: none"> <li>▪ Kathleen (general updates)</li> <li>▪ Joanne (SB 138 update)</li> <li>▪ Linda (Bylaws revision update)</li> </ul> </li> <li>◦ Financial Report: Joanne</li> <li>◦ Expansion update: Alice (Patty to help with PowerPoint presentation)</li> <li>◦ Guest Speaker: Ben DeVivo on recycling</li> </ul> </li> </ul> | <p><i>Action: Alice to send Joanne the financial info to be presented at the Annual meeting</i></p>  |
| <p><i>Electronic File storage for BOD use:</i></p> <ul style="list-style-type: none"> <li>• Linda has been working with Steve Murphy to facilitate access to Board meeting materials. They set up password-protected shared web space for BOD-related file storage.</li> <li>• this system is not set up for joint editing. To edit a document, it needs to be downloaded to the user’s own device, edited, and then uploaded to the shared space.</li> </ul>   | <p><i>Action: Linda to update the BOD contact list and put it on the shared drive</i></p>  |
| <p><b>New Business</b></p>  |  |
| <ul style="list-style-type: none"> <li>• <i>June Board meeting</i> <ul style="list-style-type: none"> <li>◦ has been postponed to June 13</li> </ul> </li> </ul>  | <p><i>Action: none</i></p>   |
| <ul style="list-style-type: none"> <li>• <i>NFCA Annual Meeting report</i> <ul style="list-style-type: none"> <li>◦ Raluca gathered input from BOD members and staff who attended the NFCA meeting, and presented a summary to the Board</li> </ul> </li> </ul>   | <p><i>Action: none</i></p>   |
| <ul style="list-style-type: none"> <li>• <i>Conflict of Interest Document:</i> <ul style="list-style-type: none"> <li>◦ Charlotte and Alice are working on updating the BOD Conflict of Interest form, as well as defining a process for identifying and addressing conflicts of interest.</li> <li>◦ BOD members will be asked to complete the form annually, disclosing any potential conflict of interest.</li> </ul> </li> </ul>  | <p><i>Action: Linda to add “Conflict of Interest” to annual calendar for May (to coincide with Board Policy D.5)</i></p> <p><i>Action: Charlotte to finalize the conflict of interest documents and have them available for Board members to sign no later than June</i></p> |
| <p><b>Store and Operations Update</b></p>   |  |
| <ul style="list-style-type: none"> <li>• March sales growth: 4.59% (relative to 03/2018)</li> <li>• ytd sales growth: 6.03%</li> </ul>  |  |

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| <ul style="list-style-type: none"> <li>• increase in the number of new members and the amount of equity</li> <li>• the safety committee has been assessing the amount of backstock</li> <li>• Coop sew-in on Sun April 7</li> </ul> |   |
| <p><b>Board Calendar Review</b></p>   | <p><i>Action: all BOD members are asked to have their calendars available at the May meeting to schedule a date for the Board Retreat in Aug/Sept</i></p> |
| <p><b>Executive Session</b></p>   | <p>None</p>   |
| <p><b>Meeting adjourned</b></p>   | <p>8:52 pm</p>  |