

**Willimantic Food Co-op  
Meeting of the Board of Directors  
June 13, 2019**

**Directors Attending:** Linda Brock, Alice Rubin, Kathleen Krider, Raluca Mocanu, Sarah Accorsi

**Absent:** Joanne Todd, Stefan Kamola, Charlotte Ross, Nancy McMerriman

**Others Attending:** Patty Smith, Roxana Mocanu (scribe)

**Call to Order:** 7:08 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
None	Action: none
<b>Consent Agenda</b>	
<ul style="list-style-type: none"> <li>○ Approving the minutes from the Annual Meeting</li> <li>○ Approving the minutes from the May Board Meeting</li> <li>○ GM Monitoring Report B.6: Emergency Management Succession</li> <li>○ Subcommittee Reports:               <ul style="list-style-type: none"> <li>▪ Bylaws revisions: no update at this time</li> <li>▪ Coop Statute SB138 passed both the Senate and the House vote and will be signed into law soon by Governor Lamont.</li> </ul> </li> <li>○ <i>Board Monitoring reports were pulled out of the consent agenda to be discussed and approved separately</i></li> </ul>	<i>Motion to approve the modified Consent Agenda (moved: Sarah, second: Linda). Motion approved.</i>
<b>Board Monitoring Reports</b>	
Board Monitoring Reports: <ul style="list-style-type: none"> <li>• D.1: Governing Style</li> <li>• D.5: Director's Code of Conduct</li> </ul> Discussion: <ul style="list-style-type: none"> <li>• Policy D.1, item #1: need to clarify Board's and Management's roles in strategic planning</li> <li>• Policy D.1 item #2: the "Principles of Policy Governance" document needs to be more prominent (it is currently an appendix to Policy Governance)</li> <li>• Policy D.5, item #7 needs revision: the Board <i>cannot request</i> the resignation of a Director, but it can accept the resignation by a 2/3 majority</li> </ul>	<i>Policies D.1 and D.5: Substantially in compliance (moved: Linda, second: Sarah, opposed: Linda). Motion approved.</i>  <i>Action: all Board members to review the "Principles of Policy Governance" document and be ready to discuss it at the July Board meeting</i>
<b>New Business</b>	
The Board will review the Budget (to be sent out by Alice)	<i>Action: Alice to send out the Budget for Board members to review</i>
Board members signed Thank you notes to be sent out to supporters of SB138.	<i>Action: none</i>
Willimantic Food Co-op Birthday Party: <ul style="list-style-type: none"> <li>• 40th birthday party will be held on Feb. 8, 2020</li> <li>• Alice is arranging with Willi Brew for a special</li> </ul>	<i>Action: Patty to check with Lexa regarding the date of the Fiddleheads birthday party</i>

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batch of beer for the celebration	
CCMA conference summary: Linda, Nancy and Kathleen attended the conference	<i>Action: Linda to collect input from Nancy and Kathleen and present a summary at the July Board meeting</i>
<b>Old Business</b>	
<ul style="list-style-type: none"> <li>• Conflict of Interest document <ul style="list-style-type: none"> <li>◦ Charlotte sent the Conflict of Interest document to the Board prior to the meeting</li> <li>◦ Linda will revise the document to reorganize the information and ensure consistency with the information contained in the Bylaws.</li> </ul> </li> <li>• Orientation Reflection <ul style="list-style-type: none"> <li>◦ The Board orientation was held during the May Board meeting</li> <li>◦ Board directors are encouraged to attend the Columinate (formerly CDS) 101 training classes held in January</li> <li>◦ Cooperative Grocer publication is being discontinued: Spring 2019 is the final issue</li> </ul> </li> <li>• Board Retreat <ul style="list-style-type: none"> <li>◦ September 8, 8:30 until 3:30</li> <li>◦ Potential topics for the Agenda: <ul style="list-style-type: none"> <li>▪ Bylaws: generic discussion</li> <li>▪ SB138: next steps (patronage rebates?) and implementation</li> <li>▪ member engagement and education: ideas and plans for initiating a conversation with members on cooperative identity and “psychological ownership” as we enter into the expansion project</li> </ul> </li> </ul> </li> <li>• Sarah will take over the responsibility of reserving the Kerri Gallery meeting space</li> </ul>	<p><i>Action: all Board members to fill out and sign the Conflict of Interest document, and be prepared to disclose/discuss any potential conflicts at the July Board meeting</i></p> <p><i>Action: Kathleen to email Todd a list of possible topics for the Board retreat agenda</i></p> <p><i>Action: Stefan and Joanne to submit their articles for the newsletter</i></p> <p><i>Action: Sarah to contact Jim Turner to coordinate reserving the Kerri Gallery space for the monthly Board meetings.</i></p>
<b>Store Update</b>	
<ul style="list-style-type: none"> <li>• May 2019 sales growth: 5.42% (relative to May 2018)</li> <li>• year-to-date sales growth: 7.41% (relative to 2018)</li> <li>• 87 new members joined in May (8 more than in May 2018)</li> <li>• Management started implementing “Openbook management”</li> <li>• ongoing plastic bag collection in store</li> </ul>	<i>Action: none</i>
<b>Board Calendar Review</b>	
<ul style="list-style-type: none"> <li>• Policy D.2 will be reviewed in July</li> </ul>	<i>Action: Linda to write up the Board monitoring report for Policy D.2</i>
<b>Executive Session</b>	None
<b>Meeting adjourned</b>	9:00 pm