

**Willimantic Food Co-op
Meeting of the Board of Directors
July 11, 2019**

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

Absent: Charlotte Ross, Sarah Accorsi

Others Attending: Roxana Mocanu (scribe)

Call to Order: 7:12 pm

Agenda Item	Resolution
Members Speak Out	
None	Action: none
Consent Agenda	
<ul style="list-style-type: none"> • Approving the June Board Meeting minutes • Board Monitoring Report: D.2 “The Board’s Job” • Subcommittee Reports: <ul style="list-style-type: none"> ○ Bylaws revisions: <ul style="list-style-type: none"> ▪ after a comprehensive reading, additional questions have arisen which need to be discussed by the subcommittee ▪ the subcommittee will revise the wording as needed, and submit the document for legal and Board review/input. ○ Coop Statute SB138 was signed into law by Governor Lamont on June 20 and is now public act 19-65. The Co-op will consider reincorporating under this statute (more on this in the “Old Business” section). ○ <i>GM Monitoring report was pulled out of the consent agenda to be discussed separately</i> 	<i>Motion to approve the modified Consent Agenda (moved: Joanne, second: Nancy). Motion approved.</i>
GM Monitoring Report	
<p>GM Monitoring Report: B.7 “Customer Service and Value”</p> <p>Discussion:</p> <ul style="list-style-type: none"> • Policy B.7 is out of date and does not reflect our current customer service philosophy and practices. • The General Manager is rewriting the policy and will have it available for the Board to review at the August Board meeting. 	<i>Action: Alice to have Policy B.7 available for the Board to review at the August Board meeting</i>
New Business	
<p>NCG report:</p> <ul style="list-style-type: none"> • The Board reviewed the 2018 “Participation Report” provided by NCG (National Cooperative Grocers) • The intent of the report is to help the Board understand the Co-op’s financial performance relative to other Co-ops, and to learn more about the Co-op’s relationship with NCG 	<i>Action: none</i>

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<p>C&H proposal and Expansion update:</p> <ul style="list-style-type: none"> • in November 2018, C&H Architects presented the Board with a proposal to build a new store at 87 Church St • Don Moffit (WFC’s CoLuminate consultant) has been working on the ProForma, considering different scenarios for the expansion. Based on this work, it became evident that C&H’s new store proposal is not a financially viable option. In addition, there were concerns regarding inadequate parking. • The plan going forward is to keep our store at 92 Valley St, and renovate or build a new, smaller building (relative to C&H’s original proposal) at 87 Church St. • A new contract has been signed with C&H to come up with a proposal for a scaled-down building at 87 Church St to meet the following criteria, while minimizing footprint and cost: <ul style="list-style-type: none"> ◦ two-story building ◦ truck access ◦ commercial kitchen (for prepared foods) ◦ deli counter/cafe seating ◦ cooler, freezer, dry storage ◦ bathrooms ◦ outdoor seating space • C&H will examine layouts for an “efficient and flexible building to meet current needs and consider the long-term vision of the Co-op”. • C&H will deliver the conceptual design, programming description, and “initial opinions of probable cost”. • C&H plans to complete the study by the end of September 2019, and will then be presenting the proposal to the Board. • The projected costs of the new proposal will be input to the ProForma, along with projected sales increases and interest expenses. 	<p><i>Action: none</i></p>
<p>2019 Budget:</p> <ul style="list-style-type: none"> • The Board reviewed the 2019 projected Budget (relative to 2018’s Budget) 	<p><i>Action: none</i></p>
<p>Principles of Policy Governance (PG):</p> <ul style="list-style-type: none"> • The Board reviewed the “Principles of Policy Governance” document, which was created by the International Policy Governance Association in consultation with John and Miriam Carver in 2005 - 2007. • This document is non co-op specific and needs further clarification. In particular, the words “morally” and “moral” are unclear and open to interpretation: “The Board connects its authority and accountability to those who <i>morally</i> if not legally own the organization” and “<i>moral</i> authority” 	<p><i>Action: Linda and Stefan to find/create a Policy Governance summary document to share with the Board</i></p>

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<ul style="list-style-type: none"> • Linda and Stefan will search the CoLuminate library for a PG summary document to help the Board establish a common understanding of the “big picture” of PG • The Board needs a summary document written in language which is easy to understand, is Co-op specific and can be clearly applied to the operations of our Board, and considers both practical and theoretical aspects of PG. 	
<p>CCMA Report:</p> <ul style="list-style-type: none"> • Kathleen, Linda and Nancy shared what they learned at the CCMA conference in Durham NC 	<p><i>Action: none</i></p>
<p>Old Business</p>	
<p>Conflict of Interest document:</p> <ul style="list-style-type: none"> • all Board members filled out the revised Conflict of Interest document • Alice collected the documents and will scan them in and upload them on the shared drive • The Board will review and discuss all conflicts of interest at the August meeting 	<p><i>Action: Alice to upload the conflict of interest forms to the shared drive</i></p> <p><i>Action: all Board members to review the Conflict of interest forms on the shared drive and be prepared to discuss at the August meeting</i></p> <p><i>Action: Kathleen to add “Conflict of Interest” to the agenda for August</i></p>
<p>Willimantic Food Co-op Birthday Party:</p> <ul style="list-style-type: none"> • 40th birthday party will be held in store on Feb. 8, 2020 • a second celebration is planned at an alternate location in Willimantic 	<p><i>Action: Alice will continue the search for a location for the birthday party celebration</i></p>
<p>Board Retreat</p> <ul style="list-style-type: none"> ○ September 8, 8:30 until 3:30 ○ Potential topics for the Agenda: <ul style="list-style-type: none"> ▪ Generic discussion of the By-laws: <ul style="list-style-type: none"> • Board’s job description • member engagement • establishing common understanding ▪ review the Board’s role in the expansion and discuss how the Board can provide support to Management during the expansion process ▪ discuss the Board’s role in member engagement/education ▪ strategic planning (future of the Co-op) 	<p><i>Action: Linda, Joanne, and Kathleen will participate in the monthly phone conference with Todd</i></p>

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<p>SB138 Co-op Statute: Next Steps</p> <ul style="list-style-type: none"> the Board voted to re-incorporate under the new Co-op Statute SB138 	<p><i>Motion to reincorporate under Co-op Statute SB138 (moved: Linda, second: Stefan). Motion approved.</i></p> <p><i>Action: Alice to contact the Secretary of the State to pursue reincorporation under SB138</i></p>
<p>Board page on the WFC website needs to be updated</p> <ul style="list-style-type: none"> pictures for the Board page (individual pictures and a group picture) will be taken at the Board retreat 	<p><i>Action: all Board members to send Alice their bio</i></p>
<p>Store Update</p> <ul style="list-style-type: none"> June 2019 sales growth: 1.71% (relative to June 2018) year-to-date sales growth: 6.45% (relative to 2018) 107 new members joined in June (41 more than in June 2018) membership is up 14.38% ytd store upgrades in progress: reworking the back room; planning for a 4th register lane 	<p><i>Action: none</i></p>
<p>Board Calendar Review</p> <ul style="list-style-type: none"> Policy D.3 will be reviewed in August GM Policies B.3 and B.7 will be reviewed in August 	<p><i>Action: Nancy to write up the Board monitoring report for Policy D.3</i></p>
<p>Executive Session</p>	<p>None</p>
<p>Meeting adjourned</p>	<p>9:01 pm</p>