

**Willimantic Food Co-op
Meeting of the Board of Directors
December 5, 2019**

Directors Attending: Kathleen Krider, Alice Rubin, Nancy McMerriman, Charlotte Ross, Sarah Accorsi, Joanne Todd, Linda Brock, Stefan Kamola

Absent: none

Others Attending: Roxana Mocanu (scribe), Allie Beatty (guest), Natasha Sheer

Call to Order: 7:08 pm

Agenda Item	Resolution
Members Speak Out	
None	Action: none
Elect new BOD member Natasha Sheer	<i>Motion to appoint Natasha Sheer to fill the seat vacated by Raluca. (motion: Joanne, second: Stefan). Motion approved.</i>
Consent Agenda	
<ul style="list-style-type: none"> • Approving the November Board Meeting minutes • Monitoring Reports: <ul style="list-style-type: none"> ◦ GM monitoring report B.2: Financial Planning ◦ BOD monitoring report D.8: Governance Investment • Subcommittee Reports: <ul style="list-style-type: none"> ◦ Expansion: <ul style="list-style-type: none"> • Alice has received new drawings (which include landscaping) from C&H. • Alice will continue to work with Jesse to prepare for submitting the drawings to Matt Vertifeuille for the Zoning Commission meeting in December. • Alice will continue to work on getting more financial info about what kind of income we can expect from this size deli, and what it might cost to run. ◦ Bylaws revisions: <ul style="list-style-type: none"> • On 11/11 Dave Swanson replied "Hello Alice. I will get the bylaw review done soon, too." ◦ Annual meeting: <ul style="list-style-type: none"> • the subcommittee will meet on Dec 9. ◦ Member engagement: <ul style="list-style-type: none"> • the subcommittee will meet on Dec 17. 	<p><i>Motion to pull out the Expansion report and approve the remaining components of the consent agenda (motion: Alice, second: Linda). Motion approved.</i></p> <p><i>Action: Alice to contact Erbin Crowell of Neighborhood Food Co-op Association regarding the bylaws revisions legal review.</i></p>
Expansion update: <ul style="list-style-type: none"> • Alice spoke with Allen Seidner, a consultant experienced with coop deli projects. Alice and Allen will work together to come up with an estimate of how much income we can expect the deli to generate. During this process, they will consider what food will be prepared, how it will be served, how much space will be needed, and how the space 	Action: none

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<p>will be laid out and equipped. This information will then be used as part of the pro-forma document, which will include the estimated cost of building the deli, and the projected income generated by the deli.</p>	
New Business	
<p>Staff Bonuses:</p> <ul style="list-style-type: none"> • Management team (Patty, Alice, and Penny) met with the Board Treasurer (Joanne) and the accountant (Susan Oldershaw) to discuss the 2019 net income and projected end-of-year “bottom line”. • Based on this information, the GM is proposing a staff bonus in the amount of \$50K. The total amount will be distributed to the staff based on the total number of hours worked in 2019. • A separate merit raise will go into effect in March 2020. 	<p><i>Motion to approve the proposed \$50K in staff bonuses (motion: Joanne, second: Stefan, abstaining: Alice, Nancy)</i></p>
<p>Board Holiday Party:</p> <ul style="list-style-type: none"> • The holiday party will be held on Sunday January 12, from 5 pm to 7 pm, at Kathleen’s house in Coventry. The food will be catered by Cafemantic. BYOB. 	<p><i>Action: all Board members to RSVP to Alice ASAP to get a headcount for planning the amount of food needed.</i></p>
Old Business	
<p>Columinate training:</p> <ul style="list-style-type: none"> • CBL 101 (Cooperative Board Leadership): <ul style="list-style-type: none"> ◦ Saturday Jan 11 in Keene, NH: https://columinate.coop/upcoming_events/cbl-101-keene/ <ul style="list-style-type: none"> • Light breakfast available starting at 8:30, training runs 9:00-4:30 with lunch provided. • Stefan, Natasha, Sarah, and Charlotte are planning to attend. 	<p><i>Action: all Board members who have not yet attended the CBL 101 training to check their calendars and register for the training on Jan 11.</i></p>
<p>Coop’s 40th Birthday party</p> <ul style="list-style-type: none"> ◦ A working-member is scanning old pictures for a picture slide-show to be presented at the Coop’s Birthday Party on Feb 1, at the Elks Club on Pleasant St in Willimantic, from 5 pm to 8 pm. 	<p><i>Action: none</i></p>
<p>Statement of Purpose for Board subcommittees:</p> <ul style="list-style-type: none"> • Board subcommittees: <ul style="list-style-type: none"> ◦ standing committees: <ul style="list-style-type: none"> ▪ Bylaws and Policy revisions: Linda, Alice, Stefan ▪ Member Engagement: Kathleen, Stefan, Sarah ▪ Board Recruitment: Linda, Natasha, maybe a member volunteer ◦ ad-hoc committees: <ul style="list-style-type: none"> ▪ Annual meeting planning: Alice, Nancy, Charlotte, Allie Beatty (member volunteer) 	<p><i>Action: all subcommittees to write up a “Statement of Purpose”</i></p>

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<ul style="list-style-type: none"> ▪ Expansion: Alice ▪ Coop Statute (the task has been completed, thus this committee is no longer active) • Bylaws and Policy Committee: <ul style="list-style-type: none"> ◦ The following statement was provided by Linda: “The Bylaws and Policy Committee is responsible for researching and proposing bylaws or policies to the Board, and for coordinating input from and communication to appropriate stakeholders concerning any proposed changes. The committee is chaired by a Director. The makeup of the committee (number and affiliation of members) will be determined by the Board each time the Board deems it appropriate to form a committee to address potential changes to the bylaws or policy, depending on the specific focus and scope.” ◦ in the future, when the Policy Governance manual needs an update, the Board will assign an action item for the committee to specifically address the update needed. • Member Engagement Committee will come up with a statement of purpose at the Dec 12 meeting • Annual Meeting planning committee will meet on Monday Dec 9 at 2 pm. 	
<p>Board of Directors Election at the Annual Meeting:</p> <ul style="list-style-type: none"> • Charlotte, Kathleen, and Sarah are all up for re-election • Natasha has been appointed by the Board to fill in Raluca’s seat and needs to be voted in by the membership • the Board will endorse a slate of candidates, consisting of the 4 names listed above 	<p><i>Action: Linda to update the Board of Directors contact list</i></p> <p><i>Action: Natasha, Charlotte, Sarah, and Kathleen to send Alice a short bio for the Board election, to be included in the next newsletter.</i></p>
<p>Consent Agenda for Board Meetings:</p> <ul style="list-style-type: none"> • is sent out on the Sunday prior to the Board meetings 	<p><i>Action: All subcommittees to provide a monthly update (to be included in the consent agenda), by the Sunday prior to the Board meeting</i></p>
<p>Future Board meetings:</p> <ul style="list-style-type: none"> • will continue to be held at the Access Community Agency. <i>Attendees are asked to go to the staff lounge entrance (second set of double doors).</i> 	
<p>Store Update</p>	
<ul style="list-style-type: none"> • Sales growth: <ul style="list-style-type: none"> ◦ Nov 2019: 10.26% (relative to Nov 2018) ◦ year-to-date: 6.7% (relative to 2018) • 923 new members joined in 2019 ytd • new cash register lanes have been installed • member services counter still to be added • switched to a new credit card processor and started using the chip reader 	<p><i>Action: none</i></p>

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<ul style="list-style-type: none"> • holiday tables on Saturdays and Sundays • 5% holiday discount effective until Dec 22 	
<p>Board Calendar Review</p> <ul style="list-style-type: none"> • Policy C.1 will be reviewed at the next Board meeting on Jan 2 • Columinate Cooperative Board Leadership 101 - Board member training on January 11 	<p><i>Action: Natasha and Kathleen to write up the Board monitoring report for Policy C.1</i></p>
<p>Executive Session</p>	<p>None</p>
<p>Meeting adjourned</p>	<p>8:41 pm</p>