

**Willimantic Food Co-op
Meeting of the Board of Directors
February 6, 2020**

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

Absent: none

Others Attending: Roxana Mocanu (scribe), Patty Smith

Call to Order: 7:09 pm

Agenda Item	Resolution
Members Speak Out	
Written comments/suggestions from the in-store Board board: <ul style="list-style-type: none"> • New comments (collected since the last meeting) were read and discussed. 	<i>Action: Alice and Nancy will meet to respond to the comments related to operations. Action: Kathleen will respond to the comment pertaining to the Board.</i>
Consent Agenda	
<ul style="list-style-type: none"> • Approving the January Board Meeting minutes. • Monitoring Reports: <ul style="list-style-type: none"> ◦ GM monitoring report B.3: Financial Condition and Activities <ul style="list-style-type: none"> ▪ correction to the Financial Monitoring report, under item 4: the “debt to member/owners equity” ratio should be 0.22 instead of 0.77. ◦ BOD monitoring report C.2: Accountability of the Manager • Subcommittee Reports: <ul style="list-style-type: none"> ◦ <i>Expansion Report:</i> <ul style="list-style-type: none"> • no update at this time ◦ <i>Bylaws Revisions:</i> The following is an excerpt from the update provided by Linda Brock: <ul style="list-style-type: none"> • “The Bylaws Subcommittee (Linda Brock, Alice Rubin, and Stefan Kamola) met January 14, 2020 to discuss next steps and develop a desired timeline.” • “A conference call was held with Dave Swanson and Dan of Dorsey & Whitney LLP on January 23, 2020 to get a sense of next steps for both reincorporation as a co-operative and for bylaws revisions. Dave will complete a review of the draft bylaws sent him in September, with a specific focus on changes needed to align with reincorporation and to support the ability to offer patronage rebates, and provide recommendations.” • “Two new members will be sought to join the committee.” ◦ <i>Member Engagement:</i> Stefan provided the 	<i>Motion to approve the consent agenda (motion: Nancy, second: Stefan). Motion approved.</i>

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<p>minutes from the committee’s January 14 meeting. The following is an excerpt:</p> <ul style="list-style-type: none"> • “...we developed the following ends statement for the subcommittee: All shoppers at the Willimantic Food Coop will be aware of the benefits of member-ownership, and all member-owners will be engaged in the democratic process and governance of the co-op.” • next meeting is scheduled for February 25 at 9:30 AM <ul style="list-style-type: none"> ○ <i>Board Recruitment</i>: was added to the consent agenda during the meeting. The following is an excerpt from the report submitted by Linda prior to the meeting: <ul style="list-style-type: none"> ▪ “The Board Recruitment Subcommittee, currently consisting of Linda Brock and Natasha Sheer, met January 20, 2020. For the time being, Linda will serve as the primary contact for the subcommittee.” ▪ “One or more co-op members need to be identified to join the committee.” ○ The following subcommittees will be added to future consent agendas: <ul style="list-style-type: none"> ▪ Board Perpetuation (formerly known as Board Recruitment) ▪ Reincorporation Subcommittee (Joanne, Kathleen, and Alice) ○ A “Committees” folder has been added to the shared drive. The intent is to store working documents for each subcommittee. 	<p><i>Action: Linda</i> to forward the Board Recruitment subcommittee report to Joanne, as she was unable to access it on the shared drive.</p> <p><i>Action: Kathleen</i> to add Board Perpetuation and Reincorporation subcommittees to the next consent agenda</p>
New Business	
<p>The Board has nominated and endorsed the following slate of candidates:</p> <ul style="list-style-type: none"> • Natasha Sheer, to fill the seat previously held by Raluca Mocanu, for the remaining 1 year of the term (ending in 2021) • Sarah Accorsi, Charlotte Ross, and Kathleen Krider are nominated for re-election (3-year-term, ending in 2023) 	<p><i>Motion to accept the slate of candidates as nominated by the Board</i> (motion: Joanne, second: Linda). <i>Motion approved.</i></p>
<p>Calendar Review for monitoring reports:</p> <ul style="list-style-type: none"> • April: Policy C.4 will be monitored by Natasha • May: Policy D.1 will be monitored by Sarah • starting in June, the yearly cycle of monitoring reports starts over. Kathleen has requested that Stefan, Natasha, Charlotte, and Sarah each choose two reports to monitor, different from the reports they have monitored this past year, and Kathleen, Linda, Joanne, and Nancy will each choose one report to monitor. • Nancy McMerriman’s term as staff representative will be ending in June. Staff will vote to elect a 	<p><i>Action: Kathleen</i> to email the Board to set up a calendar for monitoring reports for the next year.</p>

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<p>representative for another two-year term.</p>	
<p>Reincorporation under the new CT Cooperative statute:</p> <ul style="list-style-type: none"> • the Board discussed the notes provided by Linda from the Jan 23 phone conference with David Swanson and his associate Dan. After the conference, Dan sent out an email with multiple attachments. • The current plan is to form a new entity that will be incorporated as a Cooperative under the new statute, then merge it with our existing non-stock corporation. We will need to rewrite the articles of incorporation as part of this merger process. There will be a slight name change as a result, from the “Willimantic Food Co-op Inc” to “Willimantic Food Co-operative”. • Joanne will present a brief overview of the plan to members at the Annual meeting. 	<p><i>Action: Alice to forward Dan’s email to Joanne.</i></p> <p><i>Action: Alice to send a reminder to Dave Swanson that the Reincorporation subcommittee is meeting later this month and they would like to have his input prior to the meeting.</i></p>
<p>NFCA meeting on Sat March 21, in Greenfield MA:</p> <ul style="list-style-type: none"> • this item was added to the agenda during the meeting • Kathleen, Joanne, Sarah, Alice, Nancy, Linda, and Charlotte have all expressed an interest in attending. Natasha and Stefan are unable to attend due to a scheduling conflict. • One day prior to the meeting (i.e. on Fri Mar 20), there will be a Co-operative Round-table discussion. Joanne will attend. 	<p><i>Action: Everyone, please let Patty know if interested in attending the round-table discussion on Fri Mar 20.</i></p>
<p>Diversity Training:</p> <ul style="list-style-type: none"> • this item was added to the agenda during the meeting. • Discussion on the possibility of working with LaDonna Redmond, a consultant with extensive experience in Intercultural Diversity training for Co-ops. The Board agreed to further discuss this topic after the Annual meeting. 	<p><i>Action: none</i></p>
<p>Old Business</p>	
<p>Coop’s 40th Birthday party</p> <ul style="list-style-type: none"> ◦ Feb 1, at the Elks Club in Willimantic: the slide show was well-received and it is now available on the website ◦ Feb 8: in-store party 	<p><i>Action: none</i></p>
<p>Annual Meeting:</p> <ul style="list-style-type: none"> • April 26, 5 to 7, at Waldron’s Studio 88 • Agenda: <ul style="list-style-type: none"> ◦ Dinner ◦ Welcome (Kathleen) ◦ Treasurer’s Report (Joanne) ◦ Election (Stefan) ◦ President’s Report and Expansion Update (Kathleen) ◦ Cooperative Statute and Bylaws Update 	<p><i>Action: Charlotte, Kathleen, Sarah, and Natasha to send a picture to accompany their bio on the website.</i></p> <p><i>Action: Kathleen to add presenting the idea of Patronage Rebates during the Annual meeting to the Agenda for March</i></p>

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(Joanne) ○ Guest Speakers: Sena Wazer and Caleb Parkham	
Store Update	
<ul style="list-style-type: none"> • Sales growth: <ul style="list-style-type: none"> ○ January sales: 7.91% increase relative to 2019 82 new members joined in January • new cash register lanes are working well • customer experience survey has yielded some very positive feedback • the Senior Center/Community Center construction is due to start the week of Feb 10. As a result, the municipal lot where the staff has been parking will be unavailable (due to construction vehicles). Alice will attend the meeting on Sat Feb 8 to gather more info on the plans and the impact on the Co-op. 	<i>Action: none</i>
Board Calendar Review	<i>Action: Stefan to write up the Board monitoring report for Policy C.3</i>
<ul style="list-style-type: none"> • Policy C.3 will be reviewed at the March Board meeting 	
Executive Session	None
Meeting adjourned	8:55 pm