

**Willimantic Food Co-op
Meeting of the Board of Directors
March 5, 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: 7:05 pm

| Agenda Item | Resolution |
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| Members Speak Out | |
| None | <i>Action: none</i> |
| Consent Agenda | |
| <ul style="list-style-type: none"> • Approving the February Board Meeting minutes. • Monitoring Reports: <ul style="list-style-type: none"> ○ BOD monitoring report C.3: Delegation to the Manager ○ GM monitoring report will be approved separately • 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 and Policies Revisions:</i> The following update was provided by Linda Brock: <ul style="list-style-type: none"> ▪ “The Bylaws and Policies Committee has a new participant, member-owner Edna Williams.” ▪ “The Committee received written feedback from lawyer Dave Swanson of Dorsey & Whitney LLP and has met twice to review the material and update the draft bylaws in light of his feedback. A third meeting is scheduled to review a final section.” ▪ “The committee anticipates having a draft revision to present to the Board for initial discussion by April, 2020” ○ <i>Board Perpetuation:</i> The following update was provided by Linda Brock: <ul style="list-style-type: none"> ▪ “The subcommittee has not met since the prior Board meeting but has done further drafting of questions regarding Board recruitment and retention procedures and components of a Board Service information packet via a shared document. The intent is to speak to directors of several other co-ops of comparable size to WFC for feedback. That list has not yet been finalized.” ○ <i>Member-Owner Recruitment and Engagement:</i> The following is an excerpt from the committee’s February 25 meeting minutes, provided by Stefan: <ul style="list-style-type: none"> ▪ “A short brainstorming session about how to | <p><i>Motion to approve the consent agenda (motion: Joanne, second: Stefan). Motion approved.</i></p> |

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| <p>encourage engagement allowed us to identify three projects that we can start working on right away:</p> <ul style="list-style-type: none"> • Preparing a survey of member-owners to learn a) how aware they are of the benefits of member-ownership; b) if and how they are interested in being engaged in the coop; and c) what skills, talents, or interests they might bring to the table for planning community events. • Writing a welcome letter to be sent by email to all new member-owners drawing their attention to the benefits of member-ownership and providing links to resources and opportunities within the coop community. • Understanding our current social media presence by meeting with Matt to learn about what platforms he uses and how.” <ul style="list-style-type: none"> ▪ “next meeting is scheduled for March 24 at 9:30 AM” <ul style="list-style-type: none"> ○ <i>Reincorporation:</i> <ul style="list-style-type: none"> ▪ no update at this time | |
| <p>New Business</p> | |
| <p>GM monitoring report: Policy A: Ends</p> <ul style="list-style-type: none"> • This is the first time reporting on the updated Ends policy • Discussion on the Coop’s effort to reduce plastic packaging as it relates to the second bulleted item in the Ends policy: “Works towards reducing our environmental impact. This includes showcasing our coop as a model of sustainability in the retail food world, with aspirations for zero waste. “ • Discussion on the Coop’s role in creating a local food hub as it relates to the first bulleted item in the Ends policy: “Supports and increases sustainable agriculture, locally, regionally and globally, with a strong emphasis on local and regional agriculture and food processing.” | <p><i>GM monitoring report Policy A: In compliance (moved: Joanne, second: Charlotte, abstained: Alice). Motion approved.</i></p> |
| <p>NCG Member Agreement:</p> <ul style="list-style-type: none"> • need to come up with an emergency succession plan for the Designated Representative (currently Patty Smith). | <p><i>Motion to authorize Patty and Kathleen to sign the NCG Member Agreement (moved: Linda, second: Stefan.) Motion approved.</i></p> |
| <p>Corona virus COVID-19 Protocol:</p> <ul style="list-style-type: none"> • The Management team has drafted a plan and shared it with the Board and the staff. | <p><i>Action: none</i></p> |
| <p>Old Business</p> | |
| <p>Annual Meeting:</p> <ul style="list-style-type: none"> • April 26, 5 to 7, at Waldron’s Studio 88 • Agenda: | <p><i>Action: Kathleen to set times for each item on the agenda.</i></p> |

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| <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 (Joanne) ○ Charlotte will introduce the Guest Speakers: Sena Wazer and Caleb Parkham • Patty will help with the check-in process • Expansion update: The Board will create the presentation on the Expansion Update, starting with the slides which were shown at the Staff meeting. The presentation will be a high-level review of what has been done so far, and what the next steps will be, reiterating what is NOT going to happen (using the slide from the 2019 Annual meeting presentation with the \$10M price tag). • Partonage Rebates: will be part of the discussion on Cooperative Statute and Reincorporation. | <p><i>Action: Alice to send Kathleen the slides for the Expansion Update which were presented at the Staff meeting.</i></p> <p><i>Action: Kathleen to take the slides from Alice, add some more info, then send out to the Board to review.</i></p> <p><i>Action: All Board members to provide input prior to the April Board meeting on the slides sent by Kathleen.</i></p> <p><i>Action: Alice to send Charlotte the bios of the Guest Speakers.</i></p> |
| <p>Store Update</p> | |
| <ul style="list-style-type: none"> • Sales growth: <ul style="list-style-type: none"> ○ Feb sales: 16.63% increase relative to Feb 2019 ○ ytd sales growth: 12.19% relative to 2019 • staff evaluations are ongoing • showcasing local farmers in the store • Know Your Farmer fair: 25 local vendors participated • “Slash the Trash”: NFCA program starting in April • the Coop was featured in an article in Edible CT | <p><i>Action: none</i></p> |
| <p>Board Calendar Review</p> <ul style="list-style-type: none"> • Policy C.4 will be reviewed at the April Board meeting • NFCA conference: March 23 in Greenfield MA • next Board meeting has been moved to April 9 • Alice and Joanne will be unable to attend the May Board meeting • CCMA conference: June 4-6 in Sioux Falls SD <ul style="list-style-type: none"> • Joanne, Kathleen, and Sarah are interested • Early-bird registration ends April 3 • June Board meeting coincides with the CCMA conference • Roxana unable to attend the July and August Board meetings | <p><i>Action: Natasha to write up the Board monitoring report for Policy C.4</i></p> |
| <p>Executive Session</p> | <p>None</p> |
| <p>Meeting adjourned at 8:45 pm</p> | <p><i>Motion to adjourn (move: Stefan, second: Joanne). Motion approved.</i></p> |