

**Willimantic Food Co-op  
Meeting of the Board of Directors  
April 2, 2020**

***This meeting was conducted virtually (on Zoom)***

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

**Absent:** Nancy McMerriman

**Others Attending:** Roxana Mocanu (scribe)

**Call to Order:** 7:10 pm

| Agenda Item  | Resolution  |
|--|---|
| <b>Members Speak Out</b>   |   |
| None   | <i>Action: None</i>   |
| <b>Consent Agenda</b>  |   |
| <ul style="list-style-type: none"> <li>• Approving the March Board Meeting minutes.</li> <li>• Monitoring Reports:               <ul style="list-style-type: none"> <li>◦ GM Monitoring report B4: Asset Protection: not available at this time</li> <li>◦ BOD monitoring report C.4: Managing Manager Performance, submitted by Natasha Sheer<br/>Discussion:<br/>the GM performance evaluation and GM compensation review are the responsibility of the Executive Committee, and having a board member outside of the Exec Committee monitor this report is challenging the wording of the policy needs to be revised to clarify the distinction between the performance evaluation process vs. the compensation review process. The two are related but separate as they occur at different times during the year.</li> </ul> </li> <li>• Subcommittee Reports:               <ul style="list-style-type: none"> <li>◦ <i>Expansion:</i> no update at this time</li> <li>◦ <i>Bylaws &amp; Policy revisions</i>, submitted by Linda Brock:<br/>“The committee has not met in person in the past month, conferring instead by email. The last section of bylaws feedback from Dave Swanson includes the addition of a substantive section addressing member dividends. Once Alice has opportunity to complete her review of that portion, we will schedule a follow-up call with Dave to address remaining questions before presenting the proposed revisions to the Board.”</li> <li>◦ <i>Member-Owner Recruitment and Engagement:</i> no update at this time</li> <li>◦ <i>Board Perpetuation:</i> no update at this time</li> <li>◦ <i>Reincorporation:</i> no update at this time</li> </ul> </li> </ul> | <p><i>Motion to approve the consent agenda (motion: Stefan, second: Charlotte). Motion approved.</i></p> <p><i>Action: Natasha to modify monitoring report C.4 item 6 to acknowledge that the GM compensation review was completed on time.</i></p> <p><i>Action: Bylaws and Policy subcommittee to add BOD monitoring report C.4 to the list of policies needing revision.</i></p> |

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| <ul style="list-style-type: none"> <li>◦ despite the disruption caused by the COVID-19 pandemic, subcommittee members are encouraged to continue their work, meeting through online platforms as needed.</li> </ul>  |  |
| <p><b>New Business</b></p>   |  |
| <p>none</p>  |  |
| <p><b>Old Business</b></p>   |  |
| <p>Annual Meeting:</p> <ul style="list-style-type: none"> <li>• due to the COVID-19 pandemic, we are unable to have the Annual Meeting in April</li> <li>• the Annual meeting will be rescheduled. Tentative date: Sun June 28, to be confirmed</li> </ul>   | <p><i>Action: Alice</i> to inform members through the newsletter that the Annual Meeting is rescheduled.</p> <p><i>Action: Kathleen</i> to keep the Annual Meeting on the agenda for May</p> |
| <p><b>Store Update</b></p>   |  |
| <ul style="list-style-type: none"> <li>• using a curbside pickup model to serve our members while keeping our staff safe</li> <li>• the new curbside ordering hours are Sunday 6pm - Friday 6pm. All ordering will be unavailable between Friday 6pm and Sunday 6pm. These changes allow us to operate in a way that is sustainable over the long-term.</li> <li>• not fully staffed at this time</li> <li>• the curbside pickup model is more labor-intensive than our normal store operations</li> <li>• hazard pay has been instituted: extra 2\$/hour for each hour worked</li> <li>• COVID Paid Time Off policy: 3 weeks paid time off (was increased from 2 weeks)</li> <li>• sales are increasing, and so are expenses</li> <li>• two options are being offered for paying for curbside pickup items: purchasing a gift-card or paying by credit card. The Paypal fees for the gift-cards are higher than the credit card fees. We are looking into using tokens to streamline the use of credit cards while maintaining security.</li> <li>• Sales growth:             <ul style="list-style-type: none"> <li>◦ March 2020: +13.9% relative to March 2019</li> <li>◦ year-to-date: 12.8% (relative to 2019)</li> </ul> </li> <li>• discontinued preorders due to limited stock (UNFI deliveries have been affected)</li> <li>• daily produce deliveries from local vendors</li> <li>• management is looking into the paycheck protection loan program</li> </ul> | <p><i>Action: none</i></p>   |

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| <b>Board Calendar Review</b> <ul style="list-style-type: none"><li>• Policy D.5 will be reviewed at the May Board meeting</li></ul> | <i>Action: Sarah</i> to write up the Board monitoring report for Policy D.5 |
| <b>Executive Session</b>  | None  |
| <b>Meeting adjourned</b>  | 8:30 pm   |