

**Willimantic Food Co-op  
Meeting of the Board of Directors  
October 1, 2020**

**This meeting was held virtually (on Zoom).**

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

**Absent:** None

**Others Attending:** Patty Smith

**Call to Order:** 7:07 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
Board Bulletin Board: - Thanks to Nancy for posting the new “Board Board” in the store.  Members Speak Out: - None	<i>Action: none</i>
<b>Consent Agenda</b>	
<ul style="list-style-type: none"> <li>- September Minutes</li> <li>- Monitoring Reports:               <ul style="list-style-type: none"> <li>● BOD D.3 - Agenda Planning (from August, amended)</li> <li>● BOD D.6 - Officers’ Role</li> <li>● GM B.9 - Board Logistical Support</li> <li>● GM B.5 - Communication and Counsel to the Board</li> </ul> </li> <li>- Member Engagement Subcommittee Report, submitted by Stefan. The following is an excerpt: “The Member-Owner Recruitment and Engagement committee met by Zoom on 9/25 to discuss our impressions of a recent NFCA training on member engagement... In the coming months, we hope to identify ways to encourage member investment in the WFC that fit within our operational capacities and bylaws, meet our ends, and help “build the middle” between shoppers and directors. We plan to discuss this issue with Todd at our call on October 5 in preparation for the board retreat. After that call, we intend to circulate some form of prompt to the entire Board to help us articulate what we, as strategic leaders of the community, think is the most appropriate way to manage member engagement.”</li> <li>- Board Perpetuation, Bylaws &amp; Policy, Expansion, NextCloud Strategy, and Reincorporation Committees: no updates.</li> </ul>	<i>Motion to approve consent agenda:</i> motion: Linda; second: Natasha, abstaining: Kathleen. Motion approved.  <i>Action: Kathleen</i> to add proposed revision to BOD D.6 to next month’s agenda.
<b>New Business</b>	
Columinate Contract: \$7275 (early discount) for same level of service; contract has been signed.	<i>Action: none</i>
NCG (National Cooperative Grocers) Report: - Offers benchmarking and peer comparisons - The report reflects that the Co-op is healthy; we are generally around or above most targets, slightly below in a few cases. Our margin is slightly below target, as a result of a conscious decision	<i>Action: none</i>

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<p>to offer more basics/pantry items at a better price. Cash on hand has been gradually growing since the property purchase. Equity continues to grow, but the 2019 growth in equity is slightly below goal according to the report. Discussion that the NCG equity growth goal may be too high. Comparison to EBITDAP is also lower, but we do not pay patronage rebates (our funds go back into staffing costs as staff bonuses).</p>	
<p>Member Engagement workshop from NFCA:</p> <ul style="list-style-type: none"> <li>● most directors attended and felt that it was valuable</li> <li>● follow-up materials were sent to participants</li> <li>● key concept: “Building the middle” (the “middle” is the intermediate step between being a member/customer and becoming a Board member)</li> </ul>	<p><i>Action: none</i></p>
<p>Location of future BOD meetings:</p> <ul style="list-style-type: none"> <li>● Access Community Agency is the proposed option for meeting in person</li> <li>● Linda or Joanne can host on Zoom if needed.</li> <li>● The decision between in-person vs. virtual (Zoom) will be made about a week prior to the next meeting based on community spread at the time.</li> </ul>	<p><i>Action: none</i></p>
<p>Board Budget for 2021 (this item was added to the agenda)</p> <ul style="list-style-type: none"> <li>● assume the same Columinate cost as in 2020 (\$7300)</li> <li>● other elements: training costs, travel to conferences, Board retreat.</li> <li>● CCMA estimated cost (if in-person meeting is held): \$2000 to \$3000.</li> <li>● meetings and annual social (venue, food): approx. \$1000.</li> <li>● Annual meeting: \$1500 to \$2000 (not sure if this is part of the Board Budget)</li> <li>● discussion: if we are under budget for 2020, can the surplus be donated to a struggling Coop for NFCA membership? NFCA Board is discussing what to do about dues abatement/deferral. Could we coordinate with other financially-sound Co-ops to contribute to a fund? Kathleen will discuss with Erbin how to best support the Co-op movement and NFCA. Proposed donation: \$1000.</li> <li>● Proposed 2021 budget: \$15,000, approved by consensus.</li> </ul>	<p><i>Action: Kathleen to discuss with Erbin how to best support other Co-ops and NFCA.</i></p> <p><i>Action: Alice to confirm if the Annual Meeting is part of the Board Budget.</i></p>
<p><b>Old Business</b></p> <p>Annual Meeting</p> <ul style="list-style-type: none"> <li>- Discussed alternatives to in-person meeting</li> <li>- One option is to print ballots and reports in the newsletter, stating that we cannot meet this year; will this be enough to meet our obligations as listed in the bylaws? (Fiddleheads skipped their meeting but held the Board election.)</li> <li>- NFCA is open to the possibility of putting a collective strategy in place, but they are not poised to do it. Erbin has found a lower-cost add-on for \$600 with a limit of 300 participants. NFCA can extend a discount for electronic voting through Simply Voting, which can also handle paper ballots.</li> <li>- Another option is to record presentations and post a YouTube video. Financial information has already been published.</li> <li>- Alice will contact Dave Swanson for legal advice.</li> </ul>	<p><i>Action: Alice to contact Dave Swanson for legal advice re. the annual meeting</i></p>

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<p><b>Board Retreat</b></p> <ul style="list-style-type: none"> <li>- Sunday, October 18. Tentative schedule: virtual (Zoom) meeting with Todd in the morning, followed by a lunch/travel break, then gather at Access Agency in the afternoon. Weather permitting, we can gather in Kathleen's yard instead.</li> <li>- Kathleen and Todd are working on the agenda, focusing on Member Engagement. Can we gather existing measures of Member Engagement prior to the meeting to inform the discussion? Management will gather available info.</li> </ul>	<p><i>Action: Management team to gather available info on Member Engagement in preparation for the Board Retreat.</i></p>
<p><b>Store Update</b></p> <ul style="list-style-type: none"> <li>- Sales for Sept down about 3% relative to last year;</li> <li>- YTD sales are down a little over 7%.</li> <li>- insurance settlement for losses due to power-outage: \$30K for food and \$14K for lost sales. Looking into obtaining a generator, but the cost may be too high.</li> <li>- One staff member tested positive for COVID. Of the rest of the staff, most were tested, and so far, all negative. Discussed protocols in place with the Health Department. Reviewing expectations again with staff. Instituted a hard restriction against admission without a mask.</li> <li>- working on a plan to reopen Bulk</li> <li>- inventory completed on 9/30.</li> <li>- Holiday planning: staffing, hours, additional registers.</li> <li>- notice of an open Board seat will be placed on the Board board, the web page, and Facebook page.</li> </ul>	<p><i>Action: Alice to contact Steve Russo re. joining the Member Engagement committee.</i></p> <p><i>Action: Linda to contact Bylaws Committee members with guidance to review the final article and provide questions and/or comments via email (reply all), along with a list of remaining questions for Dave Swanson.</i></p>
<p><b>Executive Session</b></p>	<p>None</p>
<p><b>Calendar Review</b></p> <ul style="list-style-type: none"> <li>• D.7 Board Committees</li> <li>• B.3 Financial Condition 3rd quarter.</li> </ul>	<p>Action: None</p>
<p><b>Meeting adjourned</b></p>	<p>9:10pm (move: Stefan, second, Kathleen, unanimous)</p>