

**Willimantic Food Co-op
Meeting of the Board of Directors
November 5, 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, Matthew Coolbeth

Call to Order: 6:46 pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: - the in-store Board display has been reconfigured, need to make sure there is a place for members to leave comments Members Speak Out: - None	<i>Action: Nancy to put up a Member Speak-out notepad</i>
Appoint New Board Member	
The current Board members introduced themselves to the new Board candidate, Matthew Coolbeth. Matthew was appointed to fill a vacant Board seat.	Motion to approve appointing Matthew Coolbeth to the Board of Directors (Moved: Linda, Second Joanne). Motion unanimously approved.
Consent Agenda	
<ul style="list-style-type: none"> - October Minutes (revise to reflect that the meeting was held virtually) - Monitoring Reports: <ul style="list-style-type: none"> ● BOD D.7 - Board Committee Principles <ul style="list-style-type: none"> ○ Discussion: some open action items remain on the 3rd point - each standing committee needs to submit a statement ● BOD D.6 - Officers' Role (from October) ● GM B.3 - Financial Condition and Activities - 3rd Quarter - Bylaws and Policy Revisions Subcommittee Report, submitted by Linda: "The committee has been discussing final issues by email. We hope to send our last round of clarifying questions to Dave Swanson within the next two weeks. Remaining issues include whether this revision of the bylaws should include verbiage relating to patronage dividends; a possible need to review sections on meetings, to ensure those held via "virtual" mechanisms are valid, and concern about a clause in the section on Bylaws that was not previously examined." - Board Perpetuation, Expansion, NextCloud Strategy, and Reincorporation Committees: no updates. 	<i>Motion to approve the consent agenda: (Moved: Linda; Second: Joanne. Sarah abstained, all others voted in favor.) Motion approved.</i> <i>Action: The chair for each subcommittee to write up a formal statement of purpose (describing what the subcommittee's charge should be), to be submitted to the Board prior to the December meeting: Expansion (Alice), Bylaws (Linda), Board Perpetuation (Natasha), Member Engagement (Stefan), Reincorporation (Joanne), NextCloud (Linda).</i>
New Business	
Member-Owner Recruitment and Engagement Subcommittee Report, submitted by Stefan:	<i>Motion to approve the proposed RFP for the educational campaign</i>

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<ul style="list-style-type: none"> • The subcommittee presented the Board with a Request for Proposal (RFP), created by the subcommittee in response to the discussion held during the Board Retreat, regarding launching an educational program based on the cooperative principles. • Board members discussed the possibility of student involvement (through an internship) vs. having the project outsourced to a professional. The content of the educational campaign, consisting of the Cooperative principles and how they are embodied by the Willimantic Food Coop, will require someone who is intimately connected with our Coop. • Moving forward: Once the RFP is approved by the Board, where do we post it? Erbin Crowell from the Neighboring Food Co-op Association and/or Todd Wallace from Columinate may have some helpful suggestions. 	<p><i>as submitted by Stefan on behalf of the Member-Owner Engagement Committee, and look for opportunities for submitting it for bidding. (Move: Stefan, second: Sarah, all in favor). Motion approved.</i></p>
<p>Columinate Financial Training: starting on Thu Nov 5, 4 weeks (skipping the week of Thanksgiving), ending on Thu Dec 3. Board members to decide about either having a shortened meeting on Thu Dec 3 or postponing the Board meeting to the following Thu, Dec 10.</p>	<p><i>Action: Kathleen to email all Board members asking for input regarding the date for the next Board meeting.</i></p>
<p>Annual Retreat Reflection:</p> <ul style="list-style-type: none"> • participants liked the format of the meeting: morning session on Zoom, a little time for reflection, followed by afternoon discussion in person • participants agreed that progress was made 	<p><i>Action: none</i></p>
<p>Old Business</p> <ul style="list-style-type: none"> - Annual meeting: the following is an excerpt from an email sent by David Swanson to Alice, providing legal justification for canceling the Annual meeting: "My advice is you certainly can, and should, cancel the meeting and hold an electronic vote or mail vote for the directors. Do it in a way that maximizes your members' ability to vote. So maybe a combination of mail ballots and electronic voting. Your articles' provision says the time and place of the meeting is determined by the board. "Place" is not defined. But in the pandemic circumstances we have today it is reasonable to take the position that it is not possible to hold the meeting in a physical "place" or in a virtual place that allows for board member participation. There is pretty strong legal principle to the effect that when it is impossible or impracticable to comply with articles and bylaw provisions, it is reasonable not to strictly comply." 	<p><i>Action: none</i></p>
<p>Store Update</p> <ul style="list-style-type: none"> - October sales growth: 0.25% relative to last year - YTD growth: 6.34% loss over last year - Webcart: new online shopping platform is currently being tested. - New financial administrator starting Thu Nov 12. 	<p><i>Action: none</i></p>
<p>Executive Session</p>	<p>None</p>
<p>Calendar Review</p> <ul style="list-style-type: none"> • D.8 Governance Investment (Stefan) • B.2 Financial Planning 	<p>Action: None</p>

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Meeting adjourned

7:45pm
