

**Willimantic Food Co-op
Meeting of the Board of Directors
January 7, 2021**

This meeting was held virtually (on Zoom).

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

Absent: none

Others Attending: Patty Smith, Roxana Mocanu (scribe)

Call to Order: 7:09 pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: - The Board poster will be updated before the end of January. No comments were left on the Board board. Members Speak Out: - None	<i>Action: none</i>
Board Election Results	
Linda Brock, Board secretary, announced the results of the Board election. All candidates on the proposed slate were elected by a majority vote: <ul style="list-style-type: none"> ● 132 ballots were submitted, of which 2 were abstentions ● 129 votes in favor of Sarah Accorsi ● 127 votes in favor of Matthew Coolbeth ● 121 votes in favor of Kathleen Krider ● 126 votes in favor of Natasha Sheer 	<i>Action: none</i>
Proposed slate of officers for the Board's Executive Committee	
<ul style="list-style-type: none"> ● Kathleen Krider - Chair ● Sarah Accorsi - V. Chair ● Joanne Todd Treasurer ● Linda Brock - Secretary ● Kathleen announced that she will no longer be serving as the Board Chair after the next election. 	<i>Motion to approve the proposed slate of officers for the Board's Executive Committee (motion: Stefan, second: Nancy.) All in favor. Motion approved.</i>
Consent Agenda	
<ul style="list-style-type: none"> ● December Minutes - minor correction to fix a typo ● Monitoring Reports: <ul style="list-style-type: none"> ● BOD C.1 - Unity of Control <ul style="list-style-type: none"> ● discussion: what is the distinction between items 1 and 2? ● GM B.4 - Asset Protection <ul style="list-style-type: none"> ● correction needed to item 1: "Our balance sheet at 12/31/2019 - which is our most recent, we haven't updated it yet for 2021..."; should say 2020 instead of 2021. ● Subcommittee reports: <ul style="list-style-type: none"> ● Expansion (report submitted by Alice) ● Bylaws and Policy revisions (report submitted by Linda) 	<i>Motion to approve the consent agenda: (Moved: Nancy; Second: Sarah.) All in favor. Motion approved.</i> <i>Action: Bylaws and Policy revision subcommittee to revise Monitoring report C.1 to clarify the distinction between items 1 and 2.</i> <i>Action: Board Perpetuation subcommittee (Natasha and Nancy) to look at how other Co-ops</i>

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<ul style="list-style-type: none"> • Board Perpetuation (report submitted by Natasha): the subcommittee is asking the Board for input on the content of the proposed flyer. Nancy will be designing the flyer. • Reincorporation: will be discussed under “New Business” • NextCloud (report submitted by Linda): no meetings or action • Member Engagement (report submitted by Stefan) • Record of the Board’s approval (by email) of the holiday gift and “hazard bonus” from the GM to the staff 	<p><i>handle the Board’s social media presence</i></p> <p><i>Action: Board Perpetuation subcommittee (Natasha and Nancy) to finalize the flyer and present it to the Board at the February meeting.</i></p>
<p>New Business</p>	
<p>Member survey (May 2020) comments and data processing:</p> <ul style="list-style-type: none"> • Linda and Natasha looked at 100 randomly-selected comments in response to the question “What are one or two of the most important things about the Co-op to you.” Based on these comments, they have come up with a list of categories (descriptors). Each Board member will receive a subset of the comments, and will categorize them under the appropriate headings/categories. 	<p><i>Action: Linda to email each Board member a subset of the comments from the COVID survey.</i></p> <p><i>Action: Each Board member to categorize the survey comments under the appropriate headings.</i></p>
<p>GM Employment agreement:</p> <ul style="list-style-type: none"> • The employment agreement was renewed for 3 more years. 	<p><i>Action: none</i></p>
<p>Internal Monitoring / Internal Controls:</p> <ul style="list-style-type: none"> • Alice shared that Fiddleheads Co-op recently suffered a significant loss as a result of employee theft. Penny, our Finance Manager, along with other members of the Management team, are reviewing the “checks and balances” we already have in place, looking at all of our existing systems and identifying any potential weaknesses, to ensure that we are protected. 	<p><i>Action: none</i></p>
<p>2021 Annual Meeting Planning Discussion:</p> <ul style="list-style-type: none"> • An in-person annual meeting this spring seems unlikely. • Need to research the possibility of a virtual meeting • NFCA can support a 100-person meeting • Or do we just send out a report to members and skip the meeting? 	<p><i>Action: Matthew to research the cost of hosting a Zoom meeting with 100+ participants</i></p> <p><i>Action: Kathleen to add the Annual Meeting planning to the February agenda.</i></p>
<p>Reincorporation Update:</p> <ul style="list-style-type: none"> • WFC is currently incorporated as a non-stock corporation • Even though the Bylaws state that we are operating under the Cooperative model, we are not legally incorporated as a Co-op • WFC successfully lobbied to change/update CT’s Cooperative statute • To reincorporate as a Co-op, we will need to create a new legal entity and shift all of the current assets to the new entity. • Reincorporation does not automatically mean we will start implementing patronage rebates - that will likely be a separate vote. • Member education needs to happen; members need to vote to allow reincorporation to happen. • Future plans: In order to have a vote on the revised Bylaws at the Annual Meeting in April (not this year), the Bylaws 	<p><i>Action: Reincorporation subcommittee (Kathleen, Joanne, Alice and Matthew) to review Dave Swanson’s email re. reincorporation next steps.</i></p> <p><i>Action: Bylaws and Policy revisions subcommittee to create a timeline for Dave Swanson.</i></p> <p><i>Action: Member Engagement subcommittee to use this timeline (see previous action) to plan education opportunities.</i></p>

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<p>committee needs to have everything prepared well before the end of January.</p> <ul style="list-style-type: none"> • Board members expressed concern about voting on bylaws changes at the same time as the reincorporation, which may be too confusing. Maybe handle it separately in special meetings. • Joint effort between Reincorporation subcommittee, Bylaws and Policies revisions, and Member Engagement. 	
<p>Old Business</p> <ul style="list-style-type: none"> • CLiCK class: included participants from WFC, CLiCK, and Grow Windham. The presentation summarized the history of racism in the food system. The discussion focused on future opportunities to work together to support food justice. • Member Engagement Request for Proposal (RFP) update: <ul style="list-style-type: none"> • At the November meeting, the Board voted to approve the proposed RFP, aimed at launching an educational program based on the cooperative principles. • Excerpt from subcommittee report submitted by Stefan: "In December, Alice circulated the RFP to approximately nine individuals and firms, in addition to contacts at NFCA and C&H Architects (who have been working on the Church Street property project) for further distribution. Subsequently, we received feedback from some of them with requests for more guidance about deadlines, expectations, etc." • The subcommittee is working on revising the RFP to align with industry standards and provide more guidance on our expectations. • Budget has not yet been set, but will likely be around 10K. • Subcommittee will meet on Tuesday Jan 12 at 4. 	<p><i>Action: Alice and Nancy to send Stefan recommendations on graphic design firms who might be interested in bidding on the RFP</i></p>
<p>Store Update</p> <ul style="list-style-type: none"> • Webcart (new online shopping platform) is fully functional, , large basket size (150\$ to 200\$), significant number of orders every day • December sales: 3.62% less than last year • 2020 sales: 6.15% less than 2019 • Store inventory was completed on Dec 31, 2020 • New accounting manager (Cathy) is working with Penny, who will be retiring • We are unable to host a party for our 41st birthday - may create a video instead 	<p><i>Action: none</i></p>
<p>Executive Session</p>	<p>None</p>
<p>Calendar Review</p> <p>BOD Monitoring report to be reviewed in February: C.2 GM Monitoring report to be reviewed in February: B.3</p>	<p><i>Action: Sarah to monitor C.2</i></p>
<p>Meeting adjourned</p>	<p>9:03pm</p>