

**Willimantic Food Co-op
Meeting of the Board of Directors
February 4, 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: 7:07 pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: - None	<i>Action: none</i>
Members Speak Out: - A member shared positive feedback about the staff.	
Consent Agenda	
<ul style="list-style-type: none"> ● January Minutes ● Monitoring Reports: <ul style="list-style-type: none"> ● BOD C.2 - Accountability of the Manager <ul style="list-style-type: none"> ● discussion: "These same documents are then used to complete the GM performance review annually in March." Need to remove the March reference. (The Board Calendar has the GM review scheduled for February.) ● GM B3 - Financial Condition <ul style="list-style-type: none"> ● correction: "Our customer count is on the rise. In the first weeks of 2020 before we closed, our customer count averaged 3,807/day." should say /week (instead of /day). ● discussion: <ul style="list-style-type: none"> - the debt-to-equity ratio vs. the NCG upper threshold - consulting costs - the customer count currently includes shoppers in the store as well as online shoppers. Going forward, the two categories will be tracked separately. - Board expenses for Q4 exceeded the budgeted amount due to the cost of printing the Board election ballots and the \$1000 donation to the NFCA. ● Subcommittee reports: <ul style="list-style-type: none"> ● Expansion: no update at this time ● Bylaws and Policy revisions (report submitted by Linda): "Subcommittee has not met. Feedback was expected from lawyer Dave Swanson on the bylaws revisions by the end of January, but no word as of this writing; perhaps will have it 	<p><i>Motion to approve the consent agenda: (Moved: Sarah; Second: Stefan.) All in favor. Motion approved.</i></p> <p><i>Action: Bylaws and Policy revision subcommittee to revise Monitoring report C.2 to remove the March reference.</i></p> <p><i>Action: Board Perpetuation subcommittee (Natasha and Nancy) to finalize the flyer and present it to the Board at the March meeting.</i></p>

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<p>by the meeting. No concrete actions taken on proposed revisions to policy wording yet.”</p> <ul style="list-style-type: none"> ● Board Perpetuation (report submitted by Nancy): The subcommittee is working on a preliminary layout for the flyer/brochure and will present it at the March Board meeting. ● Reincorporation (report submitted by Joanne): <ul style="list-style-type: none"> - correction: “Aim for 2021 annual meeting for vote” should say 2022 instead of 2021. - The subcommittee met on January 26 to review the background and establish a common understanding of reincorporation (what, why), review materials and proposed process from attorney, and determine next steps and a timeline. ● NextCloud (report submitted by Linda): the following in an excerpt from Linda’s report: <ul style="list-style-type: none"> - “Probably no need to keep historic copies of meeting agendae as meeting minutes should capture the business addressed (therefore they also do not need a folder in NextCloud).” - “Agendae should list the business to be dealt with during the meeting but should not themselves include reports; those should be handled as separate submissions/attachments.” - “We can adopt some clearer guidelines for handling of the content of minutes - clarifying what should be recorded in the official minutes, what is not needed, and how to deal with reports. Secretary will present a draft at a (near) future meeting.” ● Member Engagement (report submitted by Stefan): “In January, the Engagement Committee began a regular series of meetings to rewrite the RFP for the Cooperative Principles information campaign based on feedback to the initial attempt asking for more clarity. We are working on a co-edited document, meeting weekly to review recent changes.” 	
<p>New Business</p>	
<p>GM Review:</p> <ul style="list-style-type: none"> ● Executive Council to meet on Monday Feb 8 at 7 pm 	<p><i>Action: none</i></p>
<p>Zoom update:</p> <ul style="list-style-type: none"> ● The Board is considering hosting the Annual Meeting virtually on Zoom ● with our current Zoom setup, we can host up to 100 participants ● We can purchase a Zoom license for a large meeting, the monthly cost is 50\$ for 500 people, 90\$ for 1000 people. This would be a one-time cost, for the purposes of the Annual Meeting. 	<p><i>Action: none</i></p>
<p>2021 Annual Meeting Planning Discussion:</p>	<p><i>Action: Alice to contact Susan Oldershaw to request that she send</i></p>

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<ul style="list-style-type: none"> • We will plan for a virtual meeting on Zoom, on Sunday, April 18, from 5 to 6 pm • All of the info normally shared during the annual meeting (Treasurer's report, NCG report, GM report, Board chair's report) and the Subcommittee Overview (which was added this year) will be published in the newsletter, prior to the meeting. The newsletter will also include the Board Election ballot. • Stefan and Natasha are both up for re-election. Natasha will run again. Stefan is planning to move away from CT by the end of 2021. The Board will need to recruit a new member(s). • Board Election: Voting will start on April 1, and will close on April 15. Voting results will be announced at the Annual Meeting on April 18. 	<p><i>the financial info to Joanne for the Treasurer's report.</i></p> <p><i>Action: Joanne to submit the Treasurer's report for the newsletter prior to March 1.</i></p> <p><i>Action: Patty to submit the NCG report for the newsletter prior to March 1.</i></p> <p><i>Action: Joanne to introduce the reincorporation idea in the newsletter.</i></p> <p><i>Action: Alice to have the GM report ready for the newsletter.</i></p> <p><i>Action: Kathleen to submit the Board Chair's report for the newsletter prior to March 1.</i></p> <p><i>Action: Stefan/Sarah to submit the subcommittee report for the newsletter prior to March 1</i></p> <p><i>Action: Linda to add the subcommittee statements of purpose to the Cloud drive.</i></p> <p><i>Action: Natasha and Nancy to put together a simple flyer for Board recruitment, to be sent out by email and handed out at the register.</i></p>
<p>Neighbouring Food Co-op Association (NFCA) Annual Meeting</p> <ul style="list-style-type: none"> • this topic was added to the agenda • Kathleen forwarded the NFCA meeting notice and report to all Board members by email. • Neighboring Food Co-op Association's VIRTUAL 10th Annual Meeting & Member Gathering will be held online on Saturday March 20, 2021, 10:00AM - 12:30PM. 	<p><i>Action: none</i></p>
<p>Old Business</p> <ul style="list-style-type: none"> • Survey Results: <ul style="list-style-type: none"> • Linda and Natasha are finalizing the results and will present at the March meeting 	<p><i>Action: Linda and Natasha to present the survey results at the March meeting.</i></p>
<p>Store Update</p> <ul style="list-style-type: none"> • January 2021 sales: 3.24% less than January 2020 • The store is shifting back toward normal, regular operation • Webcart: online sales make up 11% of the total sales. Working on refining the online platform, adding more pictures. 	<p><i>Action: none</i></p>

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<ul style="list-style-type: none"> • February 13 is our 41th Birthday - 10% discount for members; plan to solicit video clips from members sharing what the Coop means to them. • Bulk survey: 800 to 900 responses were collected; GM is working with the staff to come up with a plan. • Insurance is up for renewal. Insuring the empty building at 87 Church is a challenge. Alice is working with the town to find out if they can contribute to the cost of having the empty building torn down. The estimated cost of tear-down is 45K to 50K. 	
<p>Executive Session The Board entered Executive Session at 8:34 pm to discuss a proposal submitted by the General Manager pertaining to employee compensation. The Board exited Executive Session at 8:48 pm.</p>	<p><i>The Board entered Executive Session at 8:34 pm (moved: Joanne, second: Matt)</i></p> <p><i>The Board voted unanimously to approve the GM's proposal - Finance Action 20210204 (moved: Stefan, second: Sarah).</i></p>
<p>Calendar Review</p>	
<p>BOD Monitoring report to be reviewed in February: C.3 GM Monitoring report to be reviewed in February: Global Ends</p>	<p><i>Action: Kathleen to monitor C.3</i></p>
<p>Meeting adjourned</p>	<p>8:53 pm</p>