

Willimantic Food Co-op
Meeting of the Board of Directors
June 3, 2021

Directors Attending: Linda Brock, Kathleen Krider, Alice Rubin, Joanne Todd, Matthew Coolbeth, Natasha Sheer, Nancy McMerriman, Steve Bachiochi

Absent: none

Others Attending: Patty Smith, Roxana Mocanu (scribe),

Call to Order: 7:18 pm

Agenda Item	Resolution
Members Speak Out	
Board Bulletin Board: - None	<i>Action: none</i>
Members Speak Out: - None	
Election of Board Officers	
<ul style="list-style-type: none"> ● Board Chair - Linda Brock ● Board Secretary - Matthew Coolbeth ● Board Treasurer - Joanne Todd ● The position of Board Vice-chair remains open 	<i>Motion to elect officers (moved: Natasha, second: Steve). All in favor. Motion approved.</i>
Consent Agenda	
<ul style="list-style-type: none"> ● May Board Meeting minutes ● Annual Meeting minutes ● Monitoring Reports: <ul style="list-style-type: none"> ● GM B.1 - Staff Treatment and Compensation ● Subcommittee reports: <ul style="list-style-type: none"> ● Expansion (report submitted by Alice) ● Bylaws and Policy revisions (report submitted by Linda) ● Board Perpetuation (report submitted by Natasha) ● Reincorporation (report submitted by Joanne) ● NextCloud: no update at this time ● Member Engagement (report submitted by Kathleen) ● JEDI Statement Update (report submitted by Alice) ● Due to time constraints, the JEDI statement discussion was pulled out of the consent agenda and will be discussed at the July meeting 	<p><i>Motion to approve the consent agenda: (Moved: Nancy; Second: Kathleen.) All in favor. Motion approved.</i></p> <p><i>Action: Linda to add the JEDI statement update to the July Board meeting agenda.</i></p>
New Business	
Board Orientation (High-level overview)	
<ul style="list-style-type: none"> ● Board Culture - Linda (Board Chair) <ul style="list-style-type: none"> ○ Board Directors are accountable to member-owners. ○ Serving on the Board is a commitment: Directors are expected to: <ul style="list-style-type: none"> ■ prepare for meetings in advance ■ show up and actively participate in Board meetings ■ respect each other and ourselves, including being timely 	

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- follow through on action items
 - serve on Board committees
 - pursue training: learning about the Policy Governance model, etc.
 - honor each other's opinions, and maintain an environment where everyone feels safe to disagree.
 - Per the Bylaws, the Board's decision process is based on reaching consensus. In situations where a vote is needed, majority rules. The Board process is based on Robert's Rules.
 - The Board operates under the Policy Governance model.
 - Board Directors will speak with "one voice" when representing Board decisions.
 - Fiscal Responsibility, part 1 - Joanne (Board Treasurer)
 - Income statement represents a time period: e.g. 2020 (Jan to Dec) vs. 2019.
 - Balance sheet represents a point in time: assets (what you own) and liability (what you owe); equity is the difference between assets and liability (similar to your net worth).
 - Monitoring reports prepared by Alice (along with Patty and the Financial Manager (Kathy)) are reviewed by the Board quarterly.
 - Part 2 of the Financial Training will focus on understanding and interpreting monitoring reports and NCG reports.
 - Policy Governance - Linda
 - Policy Governance is an internal Board document.
 - It is based on a democratic philosophy and is specific to organizations run by member-owners (rather than corporations).
 - The focus of Policy Governance is on what shall be avoided, rather than what needs to be done. It provides boundaries, but allows flexibility in how to achieve the goals within those boundaries.
 - Policy Governance is a model for providing oversight to the functioning of the Coop. It provides clarity on what aspects of running the Coop are Operational, vs. those that are within the Board's responsibility.
 - Policy Governance provides a system of checks and balances.
 - Policy Governance covers:
 - connecting with the members to find out what they want/need and what they find unacceptable
 - developing policies to meet the member's needs
 - monitoring the policies to ensure compliance
 - 2-part focus for monitoring reports:
 - determining if Management's interpretation is reasonable and appropriate
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<ul style="list-style-type: none"> <ul style="list-style-type: none"> <ul style="list-style-type: none"> ■ deciding whether the evidence shows that we are in compliance. ● BOD report D.1 - Governance Style (Matthew) <ul style="list-style-type: none"> ○ This is an example of a governance policy that is intentionally very broad and does not suggest a specific way to monitor compliance. ○ How do we set benchmarks and measure success for something that is a philosophical idea? ● There are additional Board Orientation materials available on the shared NextCloud drive (e.g. Organization chart, list of acronyms, Policy Governance quick guide). ● Director Ethics/Conflict of Interest Form Update: will be addressed at the July meeting. ● Board Meeting schedule: The Board will continue to meet on the first Thursdays of each month, from 7 to 9 (except for the July meeting, which was rescheduled to July 8). Starting in July, the Board will be meeting at the Keri Gallery in Willimantic. ● Board Retreat: <ul style="list-style-type: none"> ○ Tentative date: Sat Sept 12 or 19, 8:30 to 3:30. 	<p><i>Motion to approve BOD report D.1 (motion: Joanne, second: Nancy). All in favor. Motion approved.</i></p> <p><i>Action: Steve to check with Keri Gallery about the fee for renting the space for the monthly Board meetings.</i></p> <p><i>Action: Linda to add the Conflict of Interest form sign-off to the July agenda.</i></p> <p><i>Action: Linda to check with Todd regarding his availability for the Board Retreat.</i></p>
<p>Old Business</p>	
<p>Annual meeting evaluation:</p> <ul style="list-style-type: none"> ● The meeting ran smoothly, but the virtual format does not offer the same level of engagement as in person. ● In the future, we plan to hold the meeting in person (with food available) to help to increase attendance and engagement. 	<p><i>Action: none</i></p>
<p>May 19 JEDI information sessions:</p> <ul style="list-style-type: none"> ● The Coop decided not to apply for the National Cooperative Bank Diversity and Inclusion year-long program. ● This topic will be discussed in further detail at the July Board meeting. 	<p><i>Action: none</i></p>
<p>Store Update</p>	
<ul style="list-style-type: none"> ● Year to date sales: 3% more than 2020; 1% less than 2019. ● Staff survey results: ratings are only incrementally lower than in 2019, despite the challenges of the past year. 	<p><i>Action: none</i></p>
<p>Executive Session</p>	
<p>None</p>	
<p>Calendar Review</p>	
<ul style="list-style-type: none"> ● The next Board meeting has been rescheduled to July 8. ● BOD Monitoring report to be reviewed in July: D.2. ● GM Monitoring report: B.7 Customer Service and Value. ● Newsletter submission deadline: June 14 	<p><i>Action: Linda to review D.2.</i></p> <p><i>Action: Linda to contact Todd about changing the day and/or time for the monthly call.</i></p> <p><i>Action: Joanne to submit a short statement on reincorporation for the newsletter, and to acknowledge and thank members for their participation in the Annual meeting.</i></p>

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	<i>Action: Patty to check the recording of the Annual Meeting to confirm if we announced that the meeting recording was solely for internal purposes.</i>
Meeting adjourned	9:17 pm (Motion: Joanne, second: Nancy)