

**Willimantic Food Co-op  
Meeting of the Board of Directors  
Feb 3, 2022, Online Meeting**

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

**Absent:** None

**Others Attending:** Patty Smith, Christine Klaben, Beth Hankins (scribe)

**Call to Order:** 7:03 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
Board Bulletin Board: <ul style="list-style-type: none"><li>▪ None</li></ul> Members Speak Out: <ul style="list-style-type: none"><li>▪ None</li></ul>	<i>Action: none</i>
<b>Consent Agenda</b>	
<ul style="list-style-type: none"><li>▪ Minutes of: Jan 2022 accepted</li><li>▪ Committee Reports:<ul style="list-style-type: none"><li>• Board Perpetuation, Bylaws &amp; Policies, Expansion, GM Succession, Member Engagement, Reincorporation.</li></ul></li></ul>	<i>Action: Motion to approve the consent agenda, (Moved: Krider, Second: Coolbeth) Motion approved unanimously</i>
<b>New Business</b>	

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- Staff Director Seat: Christine Klaben elected

- GM Search Committee Structure:

- Four person committee structure
- Diversity a priority
- Seeking one more member

- Monitoring Report B.3 Financial Condition Q4 Alice Rubin

- Financial rebound after last year
- Supply issues continue
- Sales just shy of budget
- Profit higher, expenses lower than budget
- Staff payroll lower

- Monitoring Report C.2 Accountability of Manager (Matthew)  
Evaluate GM based on policies, Conclusion compliant

- Concern about wording “avoidance of board prescribed means”
- Review of C2 in parking lot for bylaws committee

- Our Co-operative Values and Principles: articulating Principle 2,  
Democratic Member Control (See summary)

Monitoring Report changes and responsibilities –

- Board retreat isn’t fixed in August,
- Annual Meeting experimenting with moving later.
- Change Jan/April asset protection
- Staff compensation April See cloud posting
- Rubin changing newsletter schedule.

*Action: Motion to approve, (Moved: Coolbeth, Second: Sheer)*

*Approved unanimously*

*Action: Motion to approve, (Moved: Coolbeth, Second: Krider ) Rubin abstains, all others vote to approve*

*Action: Motion to approve (Moved: Krider, Second: Todd) Approved unanimously*

**Old Business**

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<p><b>Reincorporation Process</b></p> <ul style="list-style-type: none"> <li>• New corporation is formed under new statues</li> <li>• Merge old corporation into new corporation</li> <li>• Bylaws work done under new bylaws</li> <li>• Member education done on new bylaws</li> <li>• Member vote to form new corporation with different bylaws</li> <li>• Bylaws provided by attorney with new template</li> <li>• October vote not achievable</li> </ul> <p>● Annual Meeting Planning &amp; Member Communication:</p> <ul style="list-style-type: none"> <li>• Timing/location: 5/ 22/22 at Camp Horizons</li> <li>• Finger food and beverages</li> <li>• Elections to be held (Brock and Todd likely to re-up)</li> <li>• Member education to include review of mechanics, co-op principals,</li> <li>• Presentation done by team in segments</li> </ul> <p>● CBL 101: high points from attendee(s)</p>	<p><i>Action:</i></p>
<p><b>Store Report</b></p> <ul style="list-style-type: none"> <li>• Sales good, inflation 7%</li> <li>• Staff doing well</li> <li>• Open book management presentation</li> <li>• Update on survey by Patty, questions close to finalized</li> </ul>	
<p><b>Executive Session</b></p>	<p>None</p>
<p><b>Meeting adjourned</b></p>	<p>8:55 pm</p>