

**Willimantic Food Co-op  
Meeting of the Board of Directors  
10/6/2022 Webb Hall**

**Directors Attending:** Steve Bachiochi, Linda Brock, Matthew Coolbeth (arrived 7:45), Katherine Gavin, Kathleen Krider, Niti Pandey, Alice Rubin, Joanne Todd

**Absent:** None

**Others Attending:** Patty Smith

**Call to Order:** 7:10 pm

Agenda Item	Resolution
<b>Members Speak Out</b>	
Members Speak Out: None	
<b>Consent Agenda</b>	
<ul style="list-style-type: none"> <li>• Draft Minutes of September Meeting tabled until following month because Matt not arrived yet to talk about them.</li> <li>• Subcommittee Reports:               <ul style="list-style-type: none"> <li>• Board Perpetuation, Bylaws &amp; Policies, GM Succession, Member Engagement, Reincorporation.</li> </ul> </li> </ul>	<p><i>Action: Motion to approve the revised consent agenda (Moved: Todd, Second: Gavin) motion approved.</i></p>
<b>Store Report</b>	
<p>Delivered by Patty -</p> <ul style="list-style-type: none"> <li>• Core staff had training on reincorporation</li> <li>• Remaining staff will be trained in the coming few weeks</li> </ul>	
<b>Old Business</b>	
<p>Confirmed logistics of board retreat:</p> <ul style="list-style-type: none"> <li>• to be held at CLiCK's facility on October 8th, 8:30am</li> </ul> <p>Finalized Board Budget for 2023</p> <ul style="list-style-type: none"> <li>• Final draft after revisions includes "enhanced" CLBD support</li> <li>• Total budget \$44, 550.00</li> </ul> <p>Additional planning for upcoming member info sessions about reincorporation:</p> <ul style="list-style-type: none"> <li>• Several board members scheduled to attend various sessions               <ul style="list-style-type: none"> <li>• October: Gavin</li> <li>• November: Coolbeth</li> <li>• December: Pandey</li> <li>• January: Bachiochi</li> </ul> </li> <li>• Discussion of session content: Erbin's video is too long, so if we want to use it then it should be edited down or split into segments. The reincorporation committed will begin working on an agenda.</li> </ul>	<p><i>Action: Motion to approve board budget (Moved: Todd, Second: Gavin) motion approved</i></p>

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<p><b>New Business</b></p>	
<p>Monitoring Report B.5 Communication &amp; Counsel to the Board (Rubin)</p>	<p><i>Action: Motion to accept the B5 report as compliant. (Moved: Todd, Second: Coolbeth) Rubin abstained, all others voted to approve motion.</i></p>
<p>Monitoring Report B.9 Board Logistical Support (Rubin)</p>	<p><i>Action: Motion to accept the B9 report as compliant. (Moved: Krider, Second: Todd) Rubin abstained, all others voted to approve motion.</i></p>
<p>Monitoring Report D.6 Officers' Role (Coolbeth)</p> <ul style="list-style-type: none"> <li>• Discussion items: <ul style="list-style-type: none"> <li>• We need a board scribe. Alice is pursuing one lead.</li> <li>• Discussion of the possibility the co-op of hiring a board liaison onto its staff</li> <li>• We should post a schedule of meetings in the store so that we're compliant with the 10-day notice required by the policy</li> <li>• Amend the report to say that we didn't formally approve the budget until October. Also, the Calendar each year says we should approve the budget in September but that is not always feasible so we should change it to specify October.</li> </ul> </li> </ul>	<p><i>Action: Motion to accept the revised D6 report as compliant. (Moved: Todd, Second: Krider) Coolbeth abstained, all others voted to approve motion.</i></p>
<p>Board reviewed some points within the new proposed bylaws, including:</p> <ul style="list-style-type: none"> <li>• Switching to "Advisory" board seats for co-op staff (CT Statute requires that all directors be elected by the members, so it is not in compliance with statute for the staff to appoint a director)</li> <li>• Handling equity of inactive members</li> <li>• Asset distribution upon dissolution of the co-op</li> <li>• Minor edits for clarity, grammar, and punctuation</li> <li>• Change to require a 2/3 majority to amend the bylaws</li> </ul>	
<p><b>Executive Session</b> Alice and Patty departed. Board went into executive session from 9:09pm to 9:13pm to discuss the General Manager hiring process.</p>	
<p><b>Meeting adjourned (9:14pm)</b></p>	