

**Willimantic Food Co-op
Meeting of the Board of Directors
12/1/2022 Webb Hall**

Directors Attending: Steve Bachiochi (arrived 7:11), Linda Brock, Matthew Coolbeth, Katherine Gavin, Kathleen Krider, Niti Pandey, Alice Rubin, Joanne Todd

Absent: None

Others Attending: Patty Smith, Jean Desmet

Call to Order: 7:10 pm

Agenda Item	Resolution
Members Speak Out	
<p>Jean Desmet voiced her concerns to the board about the property across the street, maintaining that the building there should not be demolished and converted to a parking lot. Salient points that she covered include:</p> <ul style="list-style-type: none"> • If the co-op will want a building there eventually, it is much more economical to reuse the existing building • It's bad for the environment to waste the embodied energy in the existing building • In her experience, once land has been converted to parking lot, it becomes untenable to build anything else there in the future • Other organizations in town who have shared parking space with the town have found it to be a difficult partnership <p>The board thanks Jean for her input.</p>	
Consent Agenda	
<ul style="list-style-type: none"> • Draft Minutes of November Meeting. • Subcommittee Reports: <ul style="list-style-type: none"> • Board Perpetuation, Bylaws & Policies, GM Succession, Member Engagement, Reincorporation, Expansion. 	<p><i>Action: Motion to approve the revised consent agenda (Moved: Todd, Second: Krider) motion approved.</i></p>
Old Business	
<p>Reincorporation Update</p> <ul style="list-style-type: none"> • Monday's meeting produced additional legal questions, to which we awaiting answers from the legal team. • Two information sessions remain. Niti will attend the in-person session on Dec 10th. Steve will attend the online session on Jan 11th. • The board discussed compiling an FAQ page on the co-op's website. • Krider, Rubin, and Todd will be the official founders of the new cooperative <p>BoD Post-holiday party</p> <ul style="list-style-type: none"> • Jan 27th, 6pm, Kathleen's house. • Directors should email their guest counts to Alice 	

**Willimantic Food Co-op
Meeting of the Board of Directors
12/1/2022 Webb Hall**

New Business	
<p>Accountant status update:</p> <ul style="list-style-type: none"> The co-op is searching for a new accountant, to be hired before tax season 	
<p>2023 Annual meeting</p> <ul style="list-style-type: none"> Scheduled for May 21st The board discussed member involvement in planning meeting content Steve and Niti will look into presentations on community composting and from the ECSU Institute for Sustainability, respectively. 	
<p>Monitoring Report B.2 Financial Planning (Rubin)</p> <p>Discussion:</p> <ul style="list-style-type: none"> The board agreed to send Item 3 to the policy committee for review. 	<p><i>Action: Motion to accept the B2 report as compliant. (Moved: Todd, Second: Coolbeth) Rubin abstained, all others voted to approve motion.</i></p>
<p>Monitoring Report D.8 Governance Investment (Rubin)</p> <p>Discussion:</p> <ul style="list-style-type: none"> General consensus that CLBD101 could be mandatory for new directors Columinate is our best source of reference material but maybe we should be wary of how monolithic they are. Other resources include NFCA board peer meetings, CCMA 	<p><i>Action: Motion to accept the D8 report as compliant. (Moved: Krider, Second: Coolbeth) All directors voted to approve motion.</i></p>
<p>Board Perpetuation update (Gavin):</p> <ul style="list-style-type: none"> The committee has a short list of engaged members they plan to reach out to Can we piggyback on Reincorporation work to advertise BoD openings? 	
<p>The board discussed the time of the recurring monthly meeting. For the time being, we will continue to schedule them at 7pm on the first Thursday of the month.</p>	
<p>Coming to the end of the year, Alice proposes to allocate</p> <ul style="list-style-type: none"> \$50,000 for staff bonuses \$12,000 for nonprofit donations <p>(The end result being a bottom line around \$80k for the year)</p>	<p><i>Action: Motion to approve the proposed allocation of funds. (Moved: Todd, Second: Coolbeth) All directors voted to approve motion.</i></p>
Store Report	
<p>Alice says Thanksgiving week went beautifully. That is all.</p>	

**Willimantic Food Co-op
Meeting of the Board of Directors
12/1/2022 Webb Hall**

Executive Session

Board went into executive session from 8:48pm to 9:08pm to discuss strategic information.

*Action: Motion to enter executive session. (Moved: Todd, Second: Coolbeth)
All directors voted to approve motion.*

Meeting adjourned (9:08pm)