

Willimantic Food Co-op
Meeting of the Board of Directors
August 3rd, 2023 7:00 pm – 9:00 pm, Kerri Gallery, 861 Main St, Willimantic

Directors Attending: Brock Alosky, Steve Bachiochi, Linda Brock, Matthew Coolbeth, Katherine Gavin, Alice Rubin, & Joanne Todd

Absent: Niti Pandey

Others Attending: Kimberly Montoya (scribe)

Call to Order: 7:00 pm

Agenda Item	Resolution
Check-In	<i>Action: none.</i>
- None.	
Members Speak Out	
- None.	<i>Action: none.</i>
Consent Agenda <i>(no motion to approve required)</i>	
<ul style="list-style-type: none"> - Minutes of July’s monthly meeting <ul style="list-style-type: none"> • Approved with changes discussed. - Committee Reports: <ul style="list-style-type: none"> • DEI Committee 	<i>Action: July’s meeting minute changes: The Compost orchestrated by Rubin & Smith for next issue then Patty only; fix typo NWACP not NWCPA; Store Report - correct to board approve gain share for GM; correct typo of Alesky’s last name.</i>
New Business	
<p>Monitoring Report B.3 Financial Condition & Activities Q2</p> <ul style="list-style-type: none"> - Rubin noted this week sales 17% higher than the same week last year. - Todd questioned completion of 2022 taxes, Alice said the tax accountant is working to complete taxes before October 2023 deadline. - Board noted the standout points: <ul style="list-style-type: none"> - Growth in customers 9.7% over 2022 - Rubin noted from 2018-2022 senior discount has almost doubled. - Basket size has grown 2.8% over 2022. - The membership has grown 209% over 2022 by 34 people as of June. - Rubin noted there is always a spike when UCONN & ECSU staff & students return. - Rubin also noted that new memberships help maintain a equity stream. The co-op receives approximately a \$100/day in equity payments which is approximately \$35,000/year. - Bakery & grab-n-go have also increased. 	<i>Action: motion to approve B.3 as compliant (motion: Coolbeth, second: Alosky; abstain: Rubin) All in favor of approval.</i>

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<ul style="list-style-type: none"> - Todd noted there is about \$1.1M in equity and if the entire membership requested their equity back the co-op could repay it. That fact is outstanding. - The equity is invested conservatively. Some of the money is in money market and savings account, and some is invested in the Co-op Fund of the NorthEast. The money in Liberty Bank is protected by an end of night sweep they do, the money in the Co-op Fund of the NorthEast is not protected but the returns are similar to a CD. 	
<p>Report on COVID Employee Retention Credit (ERC)</p> <ul style="list-style-type: none"> - Rubin stated the co-op is not eligible for the ERC because they did not sustain a full or partial suspension of operations due to an order from an appropriate government authority limiting commerce. - Rubin is searching for a document that was released that did state that businesses could not be in operation if they could not maintain the the 6’ social distancing mandate. - The store was unable to comply with this mandate so provided the curbside pick-up for customers. In providing the curbside pick-up the co-op was not fully shut down which is what is causing the ineligibility. - The co-op did receive PPP funding during COVID. 	<p><i>Action: none.</i></p>
<p>Monitoring Report D.3 Agenda Planning</p> <ul style="list-style-type: none"> - Alosky gave synopsis of D.3 Report, said the report was self explanatory as there are only so many ways to put forth an agenda. - The Board was compliant and his recommendations were to have the Board calendar posted in NextCloud and suggested a possible timekeeper to help folks stay on track when deemed necessary. - Board discussed wording of Policy D.3 for point 2. Point 2 encourages the board to minimize discussion on the monitoring reports unless there are policy violations or the the criteria themselves need review. - As discussion has been deemed helpful on the monitoring reports for the boards education the board will re-visit the wording. 	<p><i>Action: Brock to discuss Cloud options with Steve at co-op.</i></p> <p><i>Review point 2 on Policy for rewording.</i></p> <p><i>Motion to approve D.3 as compliant (motion: Coolbeth, second: Bachiochi) All in favor of approval.</i></p>
<p>Downtown County Fair “Tabling” Sign-up Sat, Sep 30th 11am - 4 pm</p> <ul style="list-style-type: none"> - Coolbeth volunteered for 11am-1 pm - Gavin can fill when needed - Alosky prefers afternoon - Todd is unavailable - Bachiolchi prefers 2pm-4pm - Brock mid-day 	<p><i>Action: Brock to send out timeline to Board.</i></p>
<p>Old Business</p>	

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<p>Board Means Policy Monitoring advance input process</p> <ul style="list-style-type: none"> - How? Nextcloud - Board discussed the Monitoring Reports be drafted and added to Nextcloud as an editable document so each board member can add comments if interested. 	<p><i>Action: none.</i></p>
<p>Member Benefits Info Sessions: sign up to cover</p> <ul style="list-style-type: none"> - Will Sept 1st meeting be moved due to holiday? Rubin said. They will see how first meeting goes and then adjust as needed. - Wednesday, Aug 9th at 7 pm, Grounded Coffee, Willimantic-Todd & Bachiochi - Saturday, Oct 4th at 10 am, Willimantic Public Library - Todd & Coolbeth - Rubin noted that staff dislike telling people they have to pay more with the non-member surcharge. The world has changed since the co-op came up with this policy and they need to be reviewed. 	<p><i>Action: Brock to send out timeline.</i></p>
<p>Board Retreat, Saturday, Aug 12th at Manifest Station in Mansfield</p> <ul style="list-style-type: none"> - Todd Wallace from Columinate drafted the Board Retreat Agenda as follows: <ul style="list-style-type: none"> - Welcome - State of our Co-op Board - looking back & forward - A Deep Understanding of the Board/Manager Relationship - Ends Policy & Organizational Achievement - Review & Close - Discussions were had regarding food, drinks, etc. - Headcount taken for dinner social after at Coyote Flaco 	<p><i>Action: none.</i></p>
<p>GM Transition Plan</p> <ul style="list-style-type: none"> - Rubin discussed the contract with United Services for interim HR services, term is as needed. Potential to share HR with Fiddleheads Co-op but needs discussion. - Product Policy discussed again, Board suggested moving it off the transition plan. Rubin said it is apart of the plan because Smith would like support establishing the plan. - Rubin updated Board on reincorporation. The process is moving but the deadline is approaching. 	<p><i>Action: none.</i></p>
<p>Member Survey</p> <ul style="list-style-type: none"> - Board decided to move this topic to next months meeting. 	<p><i>Action: none.</i></p>
<p>DEI Committee Update</p> <ul style="list-style-type: none"> - Alosky & Gavin met with Smith and obtained contact information for people that would be able to assist the board. - Columinate has some language on DEI already. Committee will look at how to include it into policies. - The goal of the committee is to get a sense of how to approach the issue from an oversight context. 	<p><i>Action: none.</i></p>
<p>Store Report</p>	

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<ul style="list-style-type: none"> - Store is doing well. Sales are doing well. Some of the staff just returned from an NCG event. 	<p><i>Action: none.</i></p>
<p>Proposal to Allow GM to Participate in Gain Share</p> <ul style="list-style-type: none"> - Rubin wrote up a proposal the board had reviewed prior to the meeting. There were no arguments against the proposal and it was approved. 	<p><i>Action:</i></p> <p><i>Motion to amend agenda to include Proposal to Allow GM to Participate in Gain Share. (motion: Coolbeth, second: Todd)</i></p> <p><i>Motion to approve GM Gain Share as written by Rubin (motion: Todd, second: Alosky; abstain: Rubin) All in favor of approval.</i></p>
<p>Executive Session</p>	<p><i>8:45 pm</i></p> <p><i>Motion to move into Executive Session (motion: Todd, second: Coolbeth)</i></p>
	<p><i>8:56 pm exited executive session</i></p>
<p>Board approved employee recognition bonus for outstanding performance per the NCG report, of \$50 cash for each employee (including the GM).</p>	<p><i>Motion to move approve employee recognition bonus (motion: Todd, second: Alosky; abstain: Rubin) All in favor of approval.</i></p>
<p>Meeting adjourned</p>	<p><i>8:58 pm</i></p>