

Willimantic Food Co-op
Meeting of the Board of Directors
September 7, 2023 7:00 pm – 9:00 pm, Webb Hall, ESCU Campus, Willimantic

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

Absent: Katherine Gavin

Others Attending: Patty Smith & 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 August’s monthly meeting <ul style="list-style-type: none"> • Approved with changes discussed. - Committee Reports: <ul style="list-style-type: none"> • DEI Committee & Member Engagement 	<i>Action: August’s minutes updated to reflect correct employee bonus.</i>
New Business	
<p>Monitoring Report B.8 Membership</p> <ul style="list-style-type: none"> - General discussion: <ul style="list-style-type: none"> - GM cannot change member benefits. The origination of this was related to the member equity required. Anyone who was a full member had to pay additional amount to be equally vested when membership amount changed. - Working members - does this conflict with any labor laws? Great way for members to engage. Members not covered under workman’s comp nor insurance. IRS would consider the benefit as income as well. The co-op has approximately 100 working members a month. Insurance agent came to a board meeting awhile ago to discuss this, may be useful again. Co-op has reduced # of workers due to the # of volunteers. Department of Labor is most concerned of a job that would normally be done by an employee. The Cooperative Grocer magazine had an article written by a lawyer about Working Members and co-ops adjusted due to this. The accountability of a working member is a challenge. The working member jobs are now manageable, prior there were too many working member jobs and it was a social hour. 	<i>Action: motion to approve B.8 as compliant (motion: Todd, second: Coolbeth; abstain: Rubin) All in favor of approval.</i>

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- #3 “not change... the membership benefits” (wording change? - Alice & Patty to provide feedback - committee)
 - Info sessions have been small. There has been support for Food For All & Membership For All. Two members were willing to give up senior discount for a needs based discount. 1st session was about how members wanted more communication but not on how the communication was desired. There is a desire for members to hear more about what the member benefits are. The member benefit changes proposed show that the adjustments are part of the social mission of the co-op. There have been no negative reviews about the changes discussed. Cash back benefit (rewards) is an option other co-ops offer and members are interested in for WFC. Rewards incentivize members to buy where as dividends are a portion of profit given after the fact. One member who always said we should keep the surcharge left the meeting saying they were comfortable with the changes discussed.
 - GM cannot change member benefits, so who can? Member benefit info sessions are just to get feedback. The decision will be made by the board based on the feedback the members have given.
 - Possibly hold a member vote to remove senior discount or non-member surcharge but not a specific set of benefits.
 - The non-member surcharge of 10% above shelf price is why many members joined and this is why the co-op is doing the work to get member feedback. They want members to be on board with changes. Currently the surcharge isn't being charged; since 2020.

 - #4 “provide opportunities for members to participate”
 - Member participation - working members, voting, annual meeting, downtown country fair, shopping at co-op, member surveys, round-ups.
 - WFC is at a stable place and is an older co-op therefore member engagement isn't as high as it would be with a start up co-op.
 - The flow of members doesn't always lead to people running for the board. Is it clear what the board does or the benefits of being a board member?
 - Most members love the co-op and spread their love of the co-op by word of mouth. This is one of the main forms of advertisement of the co-op.
 - During expansion the membership raised over \$200,000. If members are asked people are ready and engaged.
 - Be interesting to see what % of shoppers choose to round up.

 - #5 “make adequate... application materials readily available”
 - Online application to be fully compliant?
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<p>Monitoring Report D.4 Board Meetings</p> <ul style="list-style-type: none"> - General Discussion: - #3 Robert's Rules - Parliamentarian, not fully utilized. Discussed possible switch to a simpler process so not so parliamentarian. Robert's Rules addresses many situations but is very strict. - #4 Agenda determined by Board Chair - All board members able to add to agenda. 	<p><i>Action: motion to approve D.4 as compliant (motion: Coolbeth, second: Pandey) All in favor of approval.</i></p>
<p>Reincorporation Update</p> <p>Update by Rubin - Hannah who works with Dave Swanson, the lawyer, went to talk to the State to figure out how the process works. The SoS office said we could not do a direct reincorporation. If the co-op does not meet this reincorporation goal then the co-op can work towards a new goal.</p>	<p><i>Action: none.</i></p>
<p>CBL 101 In Person Sat Oct 14th Keene, NH</p> <p>Core Basic Orientation is offering in person sessions again. This is available for members who have already gone and new members.</p>	<p><i>Action: none.</i></p>
<p>Old Business</p>	
<p>Board Retreat - Feedback & Action Items</p> <p>Feedback - great experience and helped members determine how board supports GM. Smith said she really enjoyed the meeting and feedback session with Wallace and Brock. She sees the board as strong and with a healthy culture. Enjoyed the specificity of the roles and how to move forward with those for strategic plans and measurements. Bachiochi discussed Ends process during the retreat and how we can refocus the goals and they don't feel so unachievable.</p> <ul style="list-style-type: none"> - Global agriculture ends stmt- Smith is okay with this one as suppliers are from around the world 	<p><i>Action: Committee to provide zero waste ends adjustment of verbiage.</i></p>
<p>Board Means Policy Monitoring - Update on Nextcloud status</p> <p>Update is rolling out. Group editing of policy monitoring reports will be an option once platform updated.</p>	<p><i>Action: none.</i></p>
<p>Member Benefits Info Session Sat Oct 14th 10 am, Willimantic Public Library</p> <p>Coolbeth & Bachiochi to attend to provide Board Member attendance.</p>	<p><i>Action: none.</i></p>
<p>GM Transition Plan</p> <p>Rubin will provide proposal of tentative end date and what duties she will do up until that date. Smith will discuss with Rubin when she will take over Monitoring Reports. The transition is expected to be relatively smooth.</p>	<p><i>Action: none.</i></p>

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<p>DEI Committee Update</p> <p>Deliverables to hand off to Alosky & Gavin to talk with consultant. Jamila (sp?) consultant - has a focus on process. She doesn't describe her work as DEI, she describes it at organizational development. How will we measure success? What does a diverse board look like? What policies need re-wording so they are not a barrier? What actions does the board need to take to make sure the board is supporting the stores DEI process? Create a strategic process. Intersectionality - how does that relate to board?</p>	<p><i>Action: none.</i></p>
<p>Store Report</p>	
<p>All good. Record breaking week - \$147,000 week, week of labor day weekend.</p>	<p><i>Action: none.</i></p>
<p>Executive Session</p>	<p><i>8:52 pm</i></p> <p><i>Motion to move into Executive Session (motion: Todd, second: Alosky)</i></p> <p><i>Ended at 9:03 pm</i></p>
<p>Meeting adjourned</p>	<p><i>9:03 pm</i></p>