

**Willimantic Food Co-op**  
**Meeting of the Board of Directors**  
**May 2, 2024 7:00 pm – 9:00 pm, Webb Hall, ESCU Campus, Willimantic**

**Directors Attending:** Brock Alosky, Steve Bachiochi, Linda Brock, Matthew Coolbeth, Katherine Gavin, Niti Pandey, Patty Smith, & Joanne Todd

**Absent:** None

**Others Attending:** Debra Fontaine, Peter Kirk

**Call to Order:** 7:04 pm

Agenda Item	Resolution
<b>Check-In</b>	<i>Action: none.</i>
- None.	
<b>Members Speak Out</b>	
- Brock mentioned that the new payment terminals in the store and removal of the plexiglass have improved the check-out experience.	<i>Action: none.</i>
<b>Consent Agenda</b>	
<ul style="list-style-type: none"> <li>- Minutes of March’s monthly meeting</li> <li>- Update to monitoring report for B.6 Emergency Management Succession</li> <li>- Committee Reports</li> </ul> <p>The march minutes contain a the wrong meeting date. It should be corrected to March 7th.</p>	<p><i>Action: Motion to approve the consent agenda including corrected minutes (motion: Pandey, second: Coolbeth), all in favor.</i></p> <p><i>Action: Motion to correct the meeting date in the march minutes (motion: Pandey, second: Alosky), all in favor.</i></p>
<b>New Business</b>	
<p>Monitoring Report D.5: Directors Code of Conduct:</p> <p>Discussion:</p> <ul style="list-style-type: none"> <li>- Niti will add, to the “remediation” section a proposal for annually-signed Conflict-of-Interest (COI) forms.</li> <li>- We’re currently overdue for COI disclosures. We should do them at the first board meeting after the new directors are elected.</li> <li>- Joanne proposes that the discussed COIs should appear in the minutes of the meeting where the forms are signed.</li> <li>- Linda points out that this is an example of where we need to record procedures to go with some policies.</li> <li>- Niti points out that directors would be aided in adhering to the code of conduct by more consistent, prompter distribution of meeting materials. <ul style="list-style-type: none"> <li>- We can have a better distribution process when the NextCloud upgrade is complete.</li> </ul> </li> </ul>	<i>Action: Move to approve the amended D.5 report asserting compliance (motion: Coolbeth, second: Todd), all in favor.</i>

**Willimantic Food Co-op**  
**Meeting of the Board of Directors**  
**May 2, 2024 7:00 pm – 9:00 pm, Webb Hall, ESCU Campus, Willimantic**

<p>Proposed revision to Policy B.2: Financial Planning</p> <p>The board discussed the policy proposal from the committee and, after minor tweaks, settled on</p> <p><i>The General Manager will not operate without annual budgets and multi-year plans that strengthen operations and support achievement of the Ends.</i></p> <ol style="list-style-type: none"> <li>1. <i>The General Manager will not cause or allow plans that:             <ol style="list-style-type: none"> <li>a. Risk incurring those situations or conditions described as unacceptable in the Board policy "Financial Condition and Activities Policy B.3."</li> <li>b. Omit disclosure of planning assumptions.</li> <li>c. Omit credible projection of: revenues and expenses, owner investment and return, capital versus operational items, cash flow, or debt service.</li> <li>d. Provide less for Board prerogatives during the year than is set forth in the Board budget.</li> <li>e. Are not updated annually.</li> </ol> </i></li> <li>2. <i>The General Manager will not fail to review the budget with the Board during the first quarter of the fiscal year.</i></li> </ol>	<p><i>Action: Move to approve the new language for policy B.2 (motion: Todd, second: Pandey), all in favor.</i></p>
<p>Proposed revision to Policy D.5: Directors' Code of Conduct</p> <p>The policy committee proposed a policy revision to mandate new directors furnish a letter of resignation upon joining the board in order to facilitate their dismissal in the case that they are found to have violated the code of conduct. The board did not like the proposed modification and decided to conduct further research into how other cooperatives deal with removing a director when it is necessary.</p>	<p><i>Action: none.</i></p>
<p>Monitoring Report B.3: Financial Conditions &amp; Activities</p> <p>Discussion:</p> <ul style="list-style-type: none"> <li>- Patty gave a tour of the Cometrics Benchmark report.</li> <li>- We've needed to apply for an extension to file our taxes but are just about caught up.</li> <li>- The budget is going to see some revisions because the budget inherited by Patty does not account for some necessary expenditures to update store equipment, etc</li> </ul>	<p><i>Action: Move to approve B.3 as compliant (motion: Todd, second: Alosky), Smith abstained, all others in favor.</i></p>
<p>Director Transition</p> <p>Discussion:</p> <ul style="list-style-type: none"> <li>- We should hold an orientation for the new directors. Tentatively probable dates:             <ul style="list-style-type: none"> <li>- Monday, June 3rd, 5pm</li> <li>- Wed, May 22nd, 5pm</li> <li>- Fri, May 24th, 5pm</li> </ul> </li> <li>- Should we have exit interviews for outgoing directors?             <ul style="list-style-type: none"> <li>- Yes, but do it as a document that they submit, rather than orally on the spot</li> </ul> </li> </ul>	

**Willimantic Food Co-op**  
**Meeting of the Board of Directors**  
**May 2, 2024 7:00 pm – 9:00 pm, Webb Hall, ESCU Campus, Willimantic**

<b>Old Business</b>	
<p>Annual Meeting  Schedule:</p> <ul style="list-style-type: none"> <li>- Starts at noon. Directors to arrive by 11:30</li> <li>- Steve will introduce the candidates at the beginning</li> <li>- Presentations <ul style="list-style-type: none"> <li>- Linda (Reincorporation, etc)</li> <li>- Joanne (Treasurer’s report, 10m)</li> <li>- Patty (Member Benefits &amp; Strategic Plan, 20m including Q&amp;A)</li> </ul> </li> <li>- Matthew to announce the election results at the end.</li> </ul> <p>If you have slides, get them to Patty by the 16th.</p>	
<p>Reincorporation Update</p> <ul style="list-style-type: none"> <li>- SB435 has to get through the money committee. Has to be put on the senate calendar. Joanne wrote to Mae and Kathy Austin and texted Denise Merrel. Session ends next Thursday.</li> <li>- Patty is negotiating with the attorneys based on an invoice they have provided describing what their fee would normally have been, had nothing important been overlooked.</li> </ul>	
<p><b>Store Report</b></p> <ul style="list-style-type: none"> <li>- Earth Day was great.</li> <li>- The Co-op will have a tent at Third Thursday this year</li> <li>- The Ask Alice fund is up to \$12,700</li> <li>- Patty briefly presented member survey results <ul style="list-style-type: none"> <li>- 8658 surveys sent out, 1397 complete responses, hundreds of partial responses.</li> <li>- The membership skews old and white</li> <li>- Most people do less than 1/4 their shopping at the co-op. Opinions differ as to whether this is cause for concern.</li> <li>- A majority, but not a vast majority of members support discontinuing the nonmember surcharge.</li> </ul> </li> </ul>	<i>Action: none.</i>
<p><b>Executive Session</b>  The board entered an Executive Session at 8:50pm to discuss strategic planning.</p>	
<b>Meeting adjourned</b>	9:17 pm