

Willimantic Food Co-op
Meeting of the Board of Directors
9/5/2024
WorkMode Office Space, 109 Valley St, Suite B, Willimantic

Directors Attending: Linda Brock, Matthew Coolbeth, Peter Kirk, Hannah Moore, Niti Pandey, Debbie Pallatto, Patty Smith, Joanne Todd

Absent: Brock Alosky

Others Attending: Kathy Leddy, Matt Woodward

Call to Order: 7:00 pm

Agenda Item	Resolution
Consent Agenda	
<ul style="list-style-type: none"> • Minutes of August Monthly meeting • Subcommittee Reports: <p>Revisions to minutes:</p> <ul style="list-style-type: none"> • Spell “Mill Brook Place” correctly • Emphasize that we will do the B3 audit later on rather than foregoing it entirely 	<p><i>Action: Motion to approve the consent agenda including revised minutes. (Moved: Pandey, Second: Todd) Motion approved unanimously.</i></p>
New Business	
<p>NCG Feasibility Study (Smith): Discussion</p> <ul style="list-style-type: none"> • Management wants to contract with NCG, who will perform a feasibility study supporting the cooperatives strategic planning efforts and examining various routes for expansion. • Since the contract constitutes a \$26,000 expense, Patty is seeking the Board’s approval. • Hanna: Will the consultant be present during any real estate negotiations that the co-op takes on? Or just help us prepare beforehand? <ul style="list-style-type: none"> • Patty: Likely present for some. Probably not for all. 	<p><i>Action: Motion to approve the cost of the NCG contract (Moved: Todd, Second: Pandey) Smith abstained. Motion approved otherwise unanimously.</i></p>
<p>87 Church St Demolition (Smith) Discussion</p> <ul style="list-style-type: none"> • This is a necessary step to take. Anyone who bought the property from us would have to do the same • This is a large expense and is going to affect our balance sheet. We should look into possibly capitalizing the land value increase in order to mitigate that. 	<p><i>Action: Motion to approve the submitted submitted proposal to demolish and perform asbestos abatement on the 87 Church St Property. (Moved: Todd, Second: PAndey) Smith abstained. Motion approved otherwise unanimously.</i></p>
<p>Monitoring Report B5: Communication & Council to the Board (Smith) Discussion</p> <ul style="list-style-type: none"> • None 	<p><i>Action: Motion to approve the submitted monitoring report for policy B5. (Moved: Coolbeth, Second: Pandey) Smith abstained. Motion approved otherwise unanimously.</i></p>

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<p>Monitoring Report B9: Board Logistical Support (Smith)</p> <p>Discussion</p> <ul style="list-style-type: none"> • After reading the state statutes, it was not immediately clear to all members of the Board how long meeting minutes should be retained. After some discussion, we concluded that all minutes must be preserved and retained in perpetuity. • Some of our (pre-digital) minutes are being preserved on our behalf by the Dodd Center at UConn. 	<p><i>Action: Motion to approve the submitted monitoring report for policy B9. (Moved: Pandey, Second: Coolbeth) Smith abstained. Motion approved otherwise unanimously.</i></p>
<p>Monitoring Report D4: Board Meetings (Kirk)</p> <p>Discussion</p> <ul style="list-style-type: none"> • None 	<p><i>Action: Motion to approve the submitted monitoring report for policy D4. (Moved: Pandey, Second: Coolbeth) Motion approved unanimously.</i></p>
<p>Committee Assignments</p> <p>The Board discussed the needs of all the standing subcommittees. Each Director volunteered to serve on a committee</p> <p>Committee memberships</p> <ul style="list-style-type: none"> • Debra will chair the DEIB Committee. Peter will serve on it with her. • Hanna will chair the Board Perpetuation Committee. Niti will serve on it with her. • Matthew will continue to chair the Bylaws & Policy Committee with Linda continuing to serve on it as time permits. 	
<p>The Downtown Country Fair</p> <p>Discussion</p> <ul style="list-style-type: none"> • The fair will be Sunday, sept 29, from 11am to 4pm • Linda collected everyone's availability in order to assign shifts for table coverage 	

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Revisions to Policy D5: Director’s Code of Conduct

Discussion

- Joanne: We should amend the proposal to say a consumer director must resign before applying for employment in order to avoid a conflict of interests. (The board agreed)

Amended policy revision proposal - The new Code of Conduct policy should read as follows:

We each commit ourselves to ethical, businesslike and lawful conduct.

1. Directors are responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative’s owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
 - There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
 - A consumer director who applies to become an employee of the Cooperative must resign from the Board.
 - Any director who is also a paid employee of the Cooperative has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any such director will resign from the Board if and when their employment ends.
3. Directors may not attempt to exercise individual authority over the organization.
 - When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
 - When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for and attend all Board meetings and training events.
6. Directors will remain members in good standing of the Cooperative for the duration of their tenure on the Board.
7. Directors will support the legitimacy and authority of the Board’s decision on any matter, irrespective of the director’s personal position on the issue.
8. In accepting a seat on the Board, a director agrees to resign immediately in the event that they are found by a 2/3 majority vote of the remaining Board to have violated this code of conduct.

Action: Motion to approve the proposed revision for policy D5, as amended during this meeting. (Moved: Todd, Second: Pandey) Motion approved unanimously.

Patty gave a store report

Meeting adjourned (8:52pm)

Action: Motion to adjourn. (Moved: Pandey, Second: Coolbeth) Motion approved unanimously.