

Willimantic Food Co-op
Meeting of the Board of Directors
12/5/2024
WorkMode Office Space, 109 Valley St, Suite B, Willimantic

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

Absent: Niti Pandey

Others Attending: Audrey Griffin, Kathy Leddy, Tomasyn Goode, Matt Woodward

Call to Order: 7:01 pm

Agenda Item	Resolution
<p>Intro</p> <ul style="list-style-type: none"> • Moore let the board in an check-in exercise in which we all shared something we are thankful for • Kathe Lemieux is a prospective staff director. Could not make it this evening but will likely come in January and decide based on that whether she wants to proceed. • Going forward, directors will all take turns doing the check-in exercise. Alosky will do it next month. • The Board welcomes Tomasyn Goode, who has volunteered to try out as our Board Scribe 	
<p>Consent Agenda</p> <ul style="list-style-type: none"> • Minutes of November Monthly meeting • Subcommittee Reports <p>Revisions for the meeting minutes:</p> <ul style="list-style-type: none"> • We should record that Peter Kirk was in attendance • There were a few typos identified, email Coolbeth to have them fixed in the final draft. 	<p><i>Action: Motion to approve the consent agenda, including the discussed revisions to the minutes. (Moved: Coolbeth, Second: Alosky) Motion approved unanimously.</i></p>
<p>Monitoring Reports</p> <p>GM Monitoring Report: B.4 Asset Protection(Smith) Discussion</p> <ul style="list-style-type: none"> • Is the property on Church St insured? Does the insurance include liability? Yes to both. • Is there any risk of data loss due to personnel departure? We think not - the GM has all the passwords. Efforts to create and maintain a disaster recovery plan are underway and will be a priority in 2025. • Is there a password change policy? Yes, but not fully documented. • Are we PCI compliant? Yes. 	<p><i>Action: Motion to approve the submitted monitoring report for policy B4. (Moved: Todd, Second: Coolbeth) Smith abstained. Motion approved otherwise unanimously.</i></p>

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Monitoring Report for policy D.8 Governance & Investment

Discussion

- We may want the Policy Committee to do some wordsmithing on the policy item declaring that the Board should govern “with excellence”.
- What would a board self-assessment process look like?
 - Columinate can help. There may be something in their document library
 - The Policy Committee can produce a recommendation for an assessment procedure.
- We should think about whether we can make better use of Board Training opportunities.
- Question for the Policy Committee: What policy, if any, addresses Board performance outcomes? Arguably, this policy only addresses resourcing.

Action: Motion to approve the submitted submitted monitoring report for policy D8 and accept its conclusion that we are partially compliant. (Moved: Coolbeth, Second: Alosky) Motion approved unanimously.

Old Business

Board Holiday Party

- Coyote Flaco
- Tentatively January 4th @ 6pm

There are a few more times scheduled this month for directors to do holiday bagging.

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<p>New Business</p>	
<p>Proposed revision for Policy B.8: Membership</p> <p>Coolbeth presented the following new language for policy B8, proposed by the Policy Committee (changes in bold), and asked the Board to vote on it.</p> <p>In order to promote a vital membership program that builds a sense of ownership and invites participation among members, the general manager will not:</p> <ol style="list-style-type: none"> 1. Fail to ensure maintenance of accurate and current member records including, but not limited to, name, addresses, equity payments and eligibility for benefits and voting. 2. Fail to exercise discretion in the use of aforementioned member records. 3. Change the membership equity requirement. 4. Fail to provide benefits exclusive and meaningful to members. 5. Fail to provide opportunities for members to participate in the cooperative. 6. Fail to make adequate membership information and application materials readily available. 7. Fail to regularly publish a newsletter. 	<p><i>Action: Motion to approve the proposed changes to policy B.8. (Moved: Todd, Second: Alosky) Motion approved unanimously.</i></p>
<p>Presentation of 2023 Financial Review</p> <ul style="list-style-type: none"> • Audrey Griffin, CPA gave a presentation, over Zoom, on the state of the co-op's finances and fielded questions from the Board 	
<p>Executive Session</p>	
<p>The Board began an executive session at 8:49 pm (lasting until 8:52pm) to discuss the Financial Review and discuss modifications to the GM Employment Agreement</p> <ul style="list-style-type: none"> • 	<p><i>Action: Motion to enter executive session. (Moved: Coolbeth, Second: Alosky) Motion approved unanimously.</i></p>
<p>Following the executive session, the board voted to modify the GM's employment agreement to state that the General Manager will receive an insurance match similar to other management staff.</p>	<p><i>Action: Motion to modify the General Manager's employment agreement to state that she will receive an insurance match similar to other management staff. (Moved: Todd, Second: Coolbeth) Motion approved unanimously.</i></p>
<p>Meeting adjourned (8:54pm)</p>	<p><i>Action: Motion to adjourn. (Moved: Todd, Second: Alosky) Motion approved unanimously.</i></p>