# Willimantic Food Co-op
## Board of Directors Meeting Minutes
September 4, 2025 7:00-9:00 PM
**WorkMode Office Space, 109 Valley St Suite B, Willimantic**

**Directors attending:** Patty Smith, Matthew Coolbeth, Tomasyn Goode, Brock Alosky, Stephanie White, Peter Kirk, Katherine Gavin, Kathe Gable-Lemieux
**Absent:** Hannah Moore
**Others attending:** James Cashmore-Everton

### Call to Order – 7:04pm

- Meeting time adjustment: Change monthly meeting time from 7pm-9pm to 6pm-8pm. All present agree; will get Hannah's approval before moving forward.

  <u>Action: Amend agenda to ask Board to approve opening new CD account. (Motion: Smith; Second: Kirk. Motion unanimously approved.)</u>

### Consent Agenda

- Minutes of August Board meeting
  - Correction to naming inconsistencies in motions.
- Committee Reports
  - Board Perpetuation Committee
  - Bylaws & Policy Committee

    <u>Action: Approve consent agenda with revisions. (Motion: Alosky; Second: Coolbeth. Motion unanimously approved.)</u>

### Agenda Amendment

- Northeast Family Credit Union offers a CD account with a competitive interest rate that the Co-op wants to invest in.

  <u>Action: Adopt resolution to open new certificate of deposit account at Northeast Family Credit Union. (Motion: Smith; Second: Alosky. Motion unanimously approved.)</u>

### Monitoring Reports

- Board Monitoring Report D.3 Agenda Planning (Gable)

  <u>Action: Approve D.3 Monitoring Report as compliant. (Motion: Alosky; Second: Goode.)</u>
  - *Action item:* Create system for adding events to Board calendar.
    - Add Nov 1st co-op café to calendar

        - Consider rescheduling Oct 28th meet & greet due to scheduling conflicts (financial training, NCG operations conference) – Kirk will let Hannah know

          (Motion unanimously approved.)

- GM Monitoring Report B.5 Communication & Counsel to the Board (Smith)

  Action: Approve B.5 Monitoring Report as compliant. (Motion: Goode; Second: Alosky; Abstained: Smith.)

    - Board feels well informed; Smith exceeds expectations

      (Motion approved by all others.)

- GM Monitoring Report B.9 Board Logistical Support (Smith)

  Action: Approve B.9 Monitoring Report as substantially compliant. (Motion: Gavin; Second: Gable; Abstained: Smith.)

    - May not ever be fully compliant with Item 4 – documents prior to 2011 are not digitized and likely not complete
        - Board says this is not a problem, paper copies will be there if we ever need them
    - *Action item:* Smith will revise Item 4 "List of names and addresses of current directors": this information will be kept in Cloud9, not in the Board binder

      (Motion approved by all others.)

**Store Report (Smith)**

- Successfully converted chart of accounts to NCG requirements
- Several new hires doing well – fully staffed going into busy season
- Co-op Café Nov. 1st
- Hispanic Heritage Month Garden Party Sept. 26th 4pm-6pm
- Board Retreat Sept 27th 9am–3:30pm
- Bulk reset project officially underway
    - Aim to be fully installed by end of October
    - Bigger bins, more airtight – reduce backstock & slow product spoilage
    - Investing in bulk dept. – increases sales, serves ends (sustainability & inclusivity)

**Old Business**

- Follow-up on pending action items (Coolbeth)
    - Patty/Tomasyn/James look into reorganizing the Board Reference folder
        - Organized other Cloud9 stuff – in process of scheduling time to get together

    - Anyone who wants a refresh on Cloud9 reach out to Matthew
        - Door remains open
    - Establish a list to which we can add procedures that need to be written. Identified so far:
        - "How to resolve findings of noncompliance during monitoring"
            - Cannot be determined at this meeting – James will add to list in Cloud9 reference folder
        - "Schedule for updating reference folder (e.g. annually at election time)"
            - Will be determined when Patty/Tomasyn/James meet
- Continued discussion on the future of member benefits (Smith)
    - What is the board's role in deciding on changing benefits?
        - Board would step in if it thought Patty was stepping outside executive limitations or undermining ends
        - Proposed benefits more aligned with ends than current benefit structure
    - Do we need additional input from members/staff before moving forward?
        - Member benefit restructuring has been discussed with many people over several years – have plenty of input already
        - Board comprised of members elected by members to speak for them
    - Any major objections?
        - Concerns about communication
            - Create flyer similar to the window graphic for Church St communication – have piece of paper for cashiers to refer members to
            - Write FAQ for anticipated member questions/concerns
        - May want to ease into/soft launch new benefit structure
        - Board supports vision & overall outline – details up to Patty
- Working member program
    - Do concerns from article about co-op working member program-related litigation warrant any changes to our working member program?
        - Board thinks program needs to be changed – restructure to address legal issues
        - Lawyer recommends changes as well
            - Co-op as a business entity open to legal risk and management open to personal legal risk with program as is
    - What do the bylaws require of us regarding rights of members to contribute service to earn a discount?

    - *Action item:* Consult with attorney to determine how best to adhere to bylaws while making our working member program less of a legal liability

**Adjourn 9:01**