

Belfast Co-op Board of Directors Meeting

January 28, 2021, 6:00 pm; Virtual Meeting via Web Conference

Directors Present: David Balicki (treasurer), Annie Bussiere (secretary), Evans Goff, Kate Hanson, Crystal Howard-Doliber (vice-president), John Krueger, Matt McConnell, Buck Sawyer, Heather Selin, Edward Sheridan (president).

GM: Doug Johnson

Staff: Emily Berry

Owners: Sasha Breus, Stephen Brimley, Charles Pattavina

Facilitator / Timekeeper: Edward

Agenda

The BOD agreed to address Kate's resignation under the Board Development Committee report. With this addition, the BOD approved the agenda by consensus.

Minutes of the Previous Meeting

The BOD approved by consensus the minutes of the December 17, 2020 meeting.

Owner Comments

Owners in attendance, gave a brief overview of who they are, their background, and their personal draw to the Co-op.

Consent Agenda

The BOD accepted by consensus policies C4 - Board Meetings, C - Global Governance Commitment, and D - Global Board Management Connection as in compliance.

Announcements

Annie noted that Columinate is hosting another [Financial Training for Directors](#) series beginning on February 1, and a new series which examines various aspects of governance, [Explorations in Governance](#), beginning on March 1. Explorations in Governance is a series that will be offered quarterly through 2021.

GM Reporting

Alignment

Heather Q, IT & E-Commerce Manager, and Doug talked to the Briar Patch Co-op about how they distribute patronage dividends through the POS loyalty points system. The Briar Patch shared its SOP for this process, which included the communications aspect.

There will be an all staff meeting on Tuesday, February 2, which will focus primarily on general Q & A. All staff meetings will be held quarterly going forward.

Doug will be moving forward with joining the Neighboring Food Co-op Association and will reassess after the first year.

GM Update Report

Doug added photographs of the new offsite office space to his monthly Update Report and reported that Unitel recently hooked up the bridge to get network and internet connection between the two spaces. The

quiet rooms are being built February 8 & 9, at which point the phone panel should also be in. Doug is hoping to move over to the new office in February and have the Marketing and Finance departments moved in March.

B - Global Executive Constraint

The B - Global Executive Constraint monitoring report focuses on the Co-operative Principles. The 5th Principle - Education, Training, and Information, discusses how co-operatives inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation. The directors discussed how there could be more focus on and outreach to young people and opinion leaders. Doug sees the Co-op's new Marketing Manager bringing a lot of energy into outreach and community minded initiatives in the future.

The directors also discussed advocacy and lobbying and although the Belfast Co-op does not engage in advocacy directly, it participates through its associations such as NCG, the Neighboring Food Co-op Alliance, and the Maine Cooperative Alliance. These organizations give the Co-op a voice nationally, regionally, and statewide. The Co-op could, should, and does to some extent (by educating owners) engage at the local level.

The BOD accepted by consensus the B - Global Executive Constraint monitoring report as in compliance.

Board Administrative Matters

Officers' Meeting

The Officers decided to engage Thane Joyal, Columinate Consultant, in a discussion of BOD perpetuation. Edward, Crystal, and Doug have regularly scheduled monthly meetings with Thane and this conversation will take place during their February meeting, including all the officers, and will be extended in order to accommodate.

Finance Committee

The Finance Committee has begun refining its focus to the financial aspects of expansion. They plan to have discussions about the pro forma built into their monthly meetings, which will then be reported to the BOD through their meeting minutes.

Expansion Readiness Workgroup

Matt and Heather will be co-chairs of the Expansion Readiness Workgroup going forward. Exp has been going through the self diagnostic tool from the Expansion Readiness Toolkit and expressed how eye-opening it is to see where they are in the process.

In the past, when Doug attended Exp meetings there was a tendency to default to him for answers/direction, however, the goal of this workgroup is to prepare Board readiness. As preparation for expansion progresses, different phases will garner different levels of participation from all involved.

Board Development Committee

BoDev recommended adding clarifying language to policy D1.1 so that it will read:

- I. Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the Board has specifically authorized this power, **or when committees are carrying out their work using approved procedures, such as the Operational Request Form.**

The BOD accepted by consensus the revised version of policy D1.1.

The BOD accepted by consensus the resignation of Kate Hanson from the Belfast Co-op Board of Directors effective prior to the seating of new directors.

The BOD determined that the 2021 election results will be ratified at the beginning of the monthly BOD meeting which follows quorum being met and new directors will be seated at the end of the same meeting.

Owner Engagement Committee

OEC proposed conducting a raffle for attendees of the Annual Meeting with prizes in the form of gift cards totalling \$250. The BOD approved by consensus the Annual Meeting raffle.

OEC tabled the conversation regarding the yearly marketing calendar.

Annie reached out to the directors for assistance with tech and moderating during the Annual Meeting.

The BOD determined that the owner count listed on the 2021 ballot should be recorded seven days prior to the beginning of the election.

The BOD would like to include “incumbent” following the names of those seeking re-election on the 2021 ballot and with this addition, the BOD approved by consensus the 2021 ballot.

Conventional Food Discussion

The Co-op’s product mix will be an ongoing topic and this conversation was held to lay out the groundwork and expectations for discussions to come. The BOD agreed that future conversations on this topic will need to be structured. The BOD will need to establish a baseline of understanding on this topic using the Bylaws, the Ends, and Board Means policies (C & D policies). With this groundwork laid, the conversation can proceed in a manner that follows from factual, to procedural, to emotional, and move forward to include where the Co-op wants to be in the future (planting a flagpole), a fuller discussion of the Ends (why the Co-op exists and who it serves), and input from owners.

Homework

Ongoing full BOD

1. Take CI survey
2. Review & add to [Board Guidelines](#)
3. Review/edit the [2021 monitoring calendar](#)
4. Suggest topics for strategic discussions

All Directors

1. Brainstorm themes for the Annual Meeting
2. Contact Annie re: tech / MC support for A.M

Heather

1. Draft article re: expansion

All Committees

1. Discuss ways your committee can lead/contribute to the product mix discussion

Finance Committee

1. Draft the patronage dividend message

Board Development Committee

1. Review strategies for board recruitment
2. Discuss C5.5

Emily

1. Update D1.1 in the Policy Register

Debrief

Annie liked the use of the Zoom chat during this meeting.

Heather thought the product mix discussion was great. It showed that the directors have the appetite to tackle the Ends. She found the whole discussion useful and looks forward to more. She also gave a shout out to the officers for their prep work.

Evans also thought the chat was great and he thanked Matt for his insight.

Buck thanked Sasha and Charlie for staying through the whole meeting.

Edward liked trying out the consent agenda and thought it really provided extra time for more discussion.

End of minutes. Submitted by Emily Berry, scribe.