

Belfast Co-op Board of Directors Meeting

February 25, 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: Stephen Brimley, Susan Cutting, Charles Pattavina, Valerie Tate, Michael Walter

Facilitator / Timekeeper: Edward

Agenda Review

The BOD agreed to move items *f. Review GM Evaluation* and *g. Present GM Compensation RFP from Board Administrative Matters* to an executive session following the public meeting. With this adjustment, the BOD approved the agenda by consensus.

Minutes - January 28, 2021

The BOD approved by consensus the minutes of the January 28, 2021 meeting.

Announcements

All directors attending the Annual Meeting please 'arrive' 20 minutes before the meeting is scheduled to begin.

The most recent edition of *Rootstock* looks fabulous, nice work!

Consent Agenda

The BOD accepted by consensus policy C1 - Governing Style as in compliance for C1.3, C1.5 - C1.6; partial compliance for C1.2 & C1.4; and not in compliance for C1.1.

GM Reporting

Alignment

The project to replace the Co-op's existing freezers is about 8 to 10 weeks out for delivery and installation, with a myriad of logistics to figure out between now and then.

The fixtures for the bulk reset have been shipped which will allow this project to happen sooner rather than later.

Doug is being interviewed for the NCG Board as either an Eastern Corridor rep or director at large.

GM Update

Pica issued a summary to Doug and Jamie, the Co-op's Marketing Manager, compiling their recent survey data and notes from conversations they have had with Doug and Jamie. Doug will forward any pertinent information from this summary to the BOD.

The Co-op's days of cash on hand is significantly higher than the same time last year and the BOD wanted to ensure this was being efficiently used. Doug noted that generally, a high amount of cash on hand indicates that a co-op is not reinvesting in itself, however, he made the case that Co-op's cash on hand will be responsibly reinvested. The new freezers that will be installed work with the renovation plan, making

them a sound investment, and within 6 months to a year the parking lot will need to be repaved or resealed and the roof will need to be replaced. Doug intends to recast the year and create a capital plan which will give the BOD a better understanding of what the rest of the year will look like.

Decision Tree

The BOD reviewed and applied the *Decision Tree for Acting on Internal Monitoring Reports from the General Manager*, a document created by Columinate (formerly CDS Consulting Co-op), to the B9 - Emergency GM Succession monitoring report.

B9 - Emergency General Management Succession

The BOD noted that there was no apparent leader assigned to the Interim General Management Team (IGMT). Doug stated that he was not picking his own successor, the purpose of the IGMT is to keep the organization moving forward until the GM is back to full capacity or an alternative is found. The team members will be expected to perform their own jobs while shouldering additional responsibilities. If the GM will not be coming back then the recommendation is to immediately contract with an outside source for an Interim General Manager, however, this recommendation is not made explicitly in the monitoring report. Although Doug provides a list of consultants who are currently providing IGM services, ultimately it is up to the BOD to determine how they would like to proceed from that point forward.

The BOD agreed that this policy is vague and will look to BoDev for future improvements. Doug clarified that his IGMT is comprised of three people who fill the following roles: Jeremy Peskoe - operations, Naya Flanzala - personnel, Michael Walter - board relations. Jeremy and Naya are best suited for the IGMT due to their positions as Operations Manager and Human Resources Manager, respectively. Michael is best suited due to past experience and familiarity with boards and policy governance. Should any of the IGMT leave the Co-op Doug will reissue the B9 monitoring report with an updated plan.

The BOD accepted by consensus the B9 - Emergency General Management Succession monitoring report as in compliance.

Board Administrative Matters

Officers' Meeting

The Officers clarified that there is no need for an RFP this year as the GM's contract was renewed last year and is a two year contract.

Finance Committee

The Finance Committee looked at individual commodities during their February meeting. They were interested in what sort of items are sold, what makes money, and what loses money. This data has given them a better picture of the Co-op's market and owners and is a preparatory piece for future product mix discussions.

Expansion Readiness Workgroup

Exp Readiness proposed pausing their focus on expansion and using their meeting time to discuss strategic planning, including the Ends. They have observed that their discussions often come back to strategic direction, or that there are many aspects of expansion that are difficult to evaluate without having a better understanding of the Board's strategic direction. The amount of time allocated for this new direction has yet to be determined but 4 - 6 meetings (months) was floated as the potential range. Exp Readiness would like assistance from the Officers regarding structure and discussion planning. They also encourage any director who can, to participate.

There was no objection to their plan from the board and Exp Readiness will move forward by holding a regular meeting in March to discuss the goals and process.

Board Development Committee

BoDev will be assigning current directors as mentors to new directors as part of the onboarding process.

Owner Engagement Committee

Annie noted that the election is all set and online voting will be finalized by Friday, 2/26. The Annual Meeting presentation has also been finalized and a run through has been done with the IT staff. The OEC meetings will be held at 7pm going forward and will run for one hour.

Homework

Ongoing full BOD

1. Take C2 survey
2. Review & add to [Board Guidelines](#)
3. Review/edit the [2021 monitoring calendar](#)
4. Suggest topics for strategic discussions

All Directors

1. Review the B1 & B4 monitoring reports using the [decision tree](#)
2. Email Kate if you do not want to mentor

Heather

1. Draft article re: expansion

Kate

1. Review the [Monitoring Summary](#)
 - a. Work with Emily to update/format

All Committees

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

Board Development Committee

1. Review strategies for board recruitment
2. Discuss policy C5.5
3. Discuss policy B9
4. Create ORF re: gender inclusive language in the policy register

Debrief

Matt was glad to see directors work through a disagreement in a constructive way as the BOD is headed for more emotional conversations in the future. He also acknowledged that the pace of future meetings will change with new directors; there will be a period of time for slowing down and answering questions. Annie would like to continue to utilize the decision tree and would like to have each step read out loud and be very precise for a while to get into good habits.

Crystal requests that all directors use the decision tree prior to the BOD meeting as they review future monitoring reports.

Heather thought the decision tree was great but acknowledged that as humans, the directors will inevitably understand policy interpretations in different ways. She sees policy governance as an art and the more comfortable the BOD becomes with looking at tools, like the decision tree, the more adept and better at consensus they will be. Generally the BOD doesn't disagree and that's not always a good thing.

David thought the meeting was great and he would like to see the BOD utilizing more of the tools on the Zoom platform.

Edward liked how much focus and energy people are putting into the different topics and he sees real progress.

End of Minutes. Submitted by Emily Berry, scribe.