

## **Belfast Community Co-op Board of Directors Meeting**

March 24, 2022, Public meeting commenced at 6:00 pm; via Zoom teleconference

**Directors Present:** Sasha Breus, Stephen Brimley, Ernie Cooper, Susan Cutting (vice president), John Krueger (treasurer), Matt McConnell, Charlie Pattavina, Buck Sawyer, Edward Sheridan (president), Valerie Tate (secretary)

**Staff:** Doug Johnson (GM), Emily Berry (scribe)

**Owners:** Annie Bussiere, Kristin Clements, Jamie Cermak, Michael D'Amico, Patty Duffy, Gina Ferendo, Naya Flanzala, Cris Gil, Elaine Mack, Alessandra Martinelli, Michael Walter

### **Agenda Review**

Under *Board Administrative Matters*, the BOD added item *a. Board Resignation* and the discussions of *Annual Meeting & Election Review* and *Board Packets* were given their own time slot independent of the Owner Engagement Committee report. With these adjustments, the BOD approved the agenda by consensus.

### **Minutes**

The BOD approved by consensus the minutes of the February 24, 2022 meeting.

### **Executive Session**

This meeting was convened at 5:30 pm in executive session to discuss two HR issues and an expansion update. One of the HR matters was tabled.

### **Announcements**

Jon Steinman, author of *Grocery Story*, will be holding a virtual book discussion hosted by the Board of Directors, on Sunday, April 10 at 3pm.

The P6 Conference will be held on Saturday, April 2 at the Hutchinson Center.

Susan attended the Neighboring Foods Co-op Association's Annual Meeting on March 19. The theme was Living Our Cooperative Identity.

St. Mary's University is offering a short course on [Operationalizing Identity – Strategy to Practice](#). This course is offered virtually and is scheduled for April 4 -5, 2022.

### **Owner Comments**

Patty is a fairly new Belfast Co-op owner and interested in the Co-op's proposed renovation project. As a director on MOFGA's board she thanked the Co-op for all the work it is doing and the financial support it has provided around PFAs.

### **2022 Election Results**

In the 2022 BOD election, 685 ballots were cast by owners in good standing, exceeding the 10% membership quorum [468], and thereby making the election valid. In this contested election, Kristin Clements, Ernie Cooper, Michael D'Amico, Elaine Mack, Buck Sawyer, Edward Sheridan, and Collin Thompson received the majority of votes, totaling more than 25% of the total valid ballots cast, and were thereby elected to the Board of Directors.

The BOD accepted by consensus the results of the 2022 BOD general election, thereby ratifying the election.

### **GM Reporting**

#### **Alignment**

On March 24, the day of this meeting, the Penbscot McCrum processing plant was destroyed in a fire. The mayor and city council of Belfast set up a Keep the Faith Fund for the workers displaced by the plant's fire and the Co-op donated \$300.

John has updated the patronage dividend letter and it will be sent out to owners this year as part of a bi-weekly e-newsletter.

Co-op staff will have a virtual meeting on Thursday, April 14.

Doug has been working with Pica on updating the Co-op's website. Sadly, our previous web engineer Al Arthur passed away and while Co-op staff have been able to do minimal updates since that time, the website needs the more focused expertise which Pica can provide. The final version is not expected to be complete until next year.

### **GM Update Report**

The BOD congratulated Michael, Gina, and Evans on their new roles!

Doug has had a number of meetings with various lenders and noted good conversations with the Cooperative Fund of New England, Coastal Enterprises, Inc., and Bangor Savings Bank. The lenders all expressed excitement about the Co-op reinvesting in itself and the detailed plan.

Doug had shared the Revised Expansion Business Plan with Don Moffit of Columinte for review. While the BOD was expecting a more significant review, Don offered several formatting suggestions.

The staff are still being asked to mask while working but are now given the opportunity to participate in weekly polls regarding masking. Doug will be putting out another statement to workers at the end of the month.

Caleb Johnson Studios has contracted civil, structural, and mechanical/plumbing engineers and organized a meeting for Tuesday, March 29. Peter Warren, Doug, and at least one operational manager will be present. Directors are invited to attend.

Directors were interested in what other parts of a capital stack might look like for the renovation project. Ben Sandel will have ideas for a more diversified stack and Doug has reached out to Belfast's City Manager and the Economic Development Director with no response yet. In the past, Doug has had good conversations with Thomas Kittredge discussing different possibilities for financing.

### **B1 - Financial Condition and Activities**

The Finance Committee recommended that the BOD accept the B1 monitoring report as submitted.

The BOD accepted by consensus the B1 - Financial Condition and Activities monitoring report as in partial compliance with the Global B1 statement, B1.2, and B1.3, and full compliance with B1.1, and B1.4 - B1.13.

### **B4 - Membership Rights and Responsibilities**

Doug noted that in the B4 monitoring report, the data for B4.1 lists the incorrect date which should be updated to 3/24/22.

The BOD accepted by consensus the B4 - Membership Rights and Responsibilities monitoring report as in compliance.

## **Board Administrative Matters**

### **Board Resignation**

The BOD accepted by consensus the resignation of Stephen Brimley. The BOD extended its appreciation for the work Stephen has done and hopes to have the opportunity to work with him again in the future.

### **Yearly Reflection**

Each director was given an opportunity to reflect on their Board service during the past year.

### **Finance Committee**

The Finance Committee reviewed the financials for the month of February and found nothing of note.

During their meeting, Doug recapped his conversations with lenders regarding the Revised Expansion Business Plan.

### **Board Development Committee**

#### *CI - Governing Style*

The BOD accepted policy CI - Governing Style as in partial compliance. To achieve compliance, Board Development recommended an education plan which included a May BOD retreat and 20 minute educational sessions during monthly BOD meetings.

## C2 - The Board's Role

The BOD accepted policy C2 - The Board's Role as in partial compliance. To achieve compliance, Board Development recommended an educational session on role clarity.

*BoDev con't*

BoDev has planned a director orientation to be held in the Co-op's conference room, with two dates available, Thursday, April 7 at 6pm and Saturday, April 16 at 10am.

BoDev has planned a retreat for Saturday May 7th from 1-5pm, with social time from 12-1pm, which will cover policy governance, decision making, and officer selection. Thane is available for the policy governance portion.

BoDev recommended that Thane facilitate the monitoring portion of April's BOD meeting, to help guide new directors through this process.

Sasha and Emily will be working on putting together decision making materials which will be part of the retreat.

### **Owner Engagement Committee**

During their March meeting OEC discussed ideas for the upcoming orientation and retreat which included an overview of the committees, role of staff on committees, and soliciting ideas for committee projects.

It was suggested that the BOD could discuss having a committee that allows for more active participation and utilizes leadership skills of directors.

### **Annual Meeting**

The BOD discussed whether roughly 1% of owners constitutes a good turnout for the annual meeting. It was agreed that the meeting was well run, well coordinated, and the presentations were good. They would like to see whether an in-person meeting would draw more people. It was also pointed out that while the annual meeting may have had low attendance, owner engagement in other areas, such as the customer survey, the BOD election, and Common Cents voting, has seen significantly more participation than in previous years.

### **Election Review**

The option to vote electronically has been wildly successful compared to previous elections that utilized paper ballots exclusively. This year 685 ballots were cast, 12 of which were paper ballots.

### **Board Packets**

The BOD discussed making the monthly informational packets available to the public prior to the meeting. These packets do contain sensitive preliminary information and actionable items that have not yet been approved by the BOD. There is the option to put out a public packet which would contain no sensitive information. The BOD has asked the OEC to come up with a recommendation.

### **GM Evaluation / Compensation Proposal**

The GM has a two-year compensation agreement, which runs through April 30, 2022. Sasha and John reviewed the RFP from 2020 and submitted this to Doug who has responded with a proposal. They will be reviewing Doug's proposal and outlining the processes moving forward. In the past, Doug has provided a proposal which included a bonus structure and professional development. This proposal forgoes both those things due to the proposed renovation project, which he feels will provide multiple opportunities to grow as a leader, manager, and cooperator.

### **Seating New Directors**

The BOD formally seated and welcomed Kristin Clements, Ernie Cooper, Michael D'Amico, Elaine Mack, and Collin Thompson to the Belfast Co-op Board of Directors. Incumbents Buck Sawyer and Edward Sheridan were welcomed for a second term.

Based on the number of votes received, Collin Thompson, Edward Sheridan, Elaine Mack, Ernie Cooper, and Kristin Clements will serve three-year terms, Buck Sawyer will serve a two-year term, and Michael Damico will serve a one-year term.

### **April Meeting**

The April 2022 meeting has been rescheduled for April 21. The BOD asked a poll be sent around regarding meeting in person.

## Homework

### Full BOD

1. Take Global C3 survey
2. Sign Code of Conduct form
3. Sign the Confidentiality form (new directors)
4. Contact Doug if you are interested in CCMA
5. Consider consultant vs consultants
6. Optional - attend meeting w/engineers Tues 29th 10:30-2
7. Answer executive session doodle poll

### Doug

1. Submit a broad project management plan
2. Follow up with BOD on how Common Cent recipients are assigned months
3. Look into the effects of parking on income from pro forma or early market study

### Officers

1. Discuss in-person meeting opportunities
2. Discuss capital campaign team

### Edward

1. Send sociocracy materials to Sasha & Emily

### Sasha

1. Contact Doug re: IGMT questionnaire
2. Review officer election materials

### Sasha & John (Valerie)

1. Lead GM evaluation & compensation process

### Charlie, Ernie, Sasha

1. Review BOD guidelines & policies re:
  - a. Responding to employees
  - b. Communication norms (esp. email)

### Board Development Committee

1. Discuss/assign director mentors

### Owner Engagement Committee

1. Formulate plan for owner engagement around rebranding, by reviewing responses to the recent survey and reaching out to other co-ops for their rebranding experience with owner engagement.
2. Plan BOD work for the 2023 Annual Meeting
3. Public BOD packet recommendation

### Emily

1. Send out in-person meeting poll

## Debrief

Directors were given the opportunity to share comments, concerns, gratitude, and insights regarding the meeting.

---

Meeting adjourned at 8:23 pm. Minutes submitted by Emily Berry, scribe.