

Belfast Co-op Board of Directors Meeting

March 25, 2021, 6:00 pm; Virtual Meeting via Web Conference

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

Absent: David Balicki (treasurer), Evans Goff

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

Owners: Sasha Breus, Stephen Brimley, Susan Cutting, Thane Joyal, Charles Pattavina, Valerie Tate, Michael Walter

Guests: Deborah Hawkins (CFNE)

Co-Facilitators / Timekeeper: Annie & Crystal

Agenda

The Board Development Committee will address new committee members and appoint an interim chair during its allotted reporting time. The BOD approved the agenda by consensus.

Cooperative Fund of New England

The Belfast Co-op has a small loan with the Cooperative Fund of New England (CFNE) which was used for the purchase and installation of the automatic front doors as well as the bathroom renovations. CFNE is a community development institution which issues fixed-rate loans to all types of cooperatives. Deborah Hawkins has been with CFNE for five years and attended this Board meeting to provide a brief overview and answer any questions about CFNE. CFNE representatives attend one board meeting per year and an annual meeting every two years for each of its borrowers.

Minutes - February 25, 2021

The BOD approved by consensus the minutes of the February 25, 2021 meeting.

Announcements

Crystal visited the Co-op's new off-site office space and found it to be gorgeous!

Heather attended the annual meeting of the Neighboring Food Co-op Association (NFCA). She enjoyed the camaraderie among co-ops as well as the diversity of people and experiences. She is pleased Doug prompted the Co-op to join NFCA.

Annie has the links to Columinate's Explorations in Governance series which she will send out as they are updated.

Owner Comments

Susan was able to attend the NFCA meeting with Edward and enjoyed meeting directors from other co-ops.

2021 Election Results

In the 2021 BOD election, 570 ballots were cast by owners in good standing, exceeding the 10% membership quorum [428], and thereby making the election valid. All six candidates – Sasha Breus, Stephen

Brimley, Susan Cutting, Charles Pattavina, Heather Selin, and Valerie Tate – received votes totaling more than 25% of the total valid ballots cast and are thereby elected to the board of directors.

The BOD accepted by consensus the results of the 2021 BOD general election, thereby ratifying the election.

April 2021 Meeting Date

The BOD approved by consensus changing the date of the April 2021 BOD meeting from the 22nd to the 29th.

Director Resignation

Annie officially submitted her resignation from the BOD due to her new role in the Co-op's HR department. The BOD regrettably accepted her resignation and extended their sincere thanks for the incredible amount of time and energy Annie put into her board work. They also allowed her access to the shared google drive through April 1 while she organizes it for the incoming directors.

Interim Board Appointment

The BOD appointed Kate Hanson to a one year interim appointment by consensus. Kate abstained from participating in this decision.

Consent Agenda

The BOD accepted by consensus policy C2 - The Board's Role as in compliance.

GM Reporting

Alignment

Expansion has been in the forefront of Doug's mind.

There is currently an uptick in pushback from customers regarding the Co-op's safety protocols.

Management is working on ways to best support the staff going forward, particularly ambassadors and front end workers who bear the brunt of this challenge. Doug will let the BOD know what part, if any, they can play in supporting staff and encouraging customers to comply with safety protocols.

GM Reporting

The current plan for the expansion/remodel is to maximize as much of the store's space for retail and production as possible. This means that the administrative offices will be off-site permanently.

BI - Financial Condition & Activities

This BI - Financial Condition & Activities monitoring report addresses Q4 of 2020. In all BI reports, Doug determines compliance by comparing the Belfast Co-op's key financial indicators to the same key indicators of co-ops across the nation within a certain size range using NCG's CoMetrics platform. Because the co-ops which participate in CoMetrics vary as to the dates of their fiscal year, the quarters reported on in the BI report are aligned with the calendar year as opposed to the Co-op's fiscal year.

Doug reported partial compliance with BI.2 due to the key indicator EBITDAP (Earnings Before Interest, Taxes, Depreciation, Amortization, and Patronage) falling below the median. The Belfast Co-op was an early recipient of the PPP loan as well forgiveness for this loan which resulted in an inflated EBITDAP in Q3, whereas other co-ops saw their EBITDAP inflated in Q4. Q1 of 2021 should show an evening out of EBITDAP across the CoMetrics platform.

The BOD accepted by consensus the B1 - Financial Condition & Activities monitoring report as in partial compliance with section B1.2 and full compliance with all other sections.

Revised Budget

Doug submitted a revised 2020-2021 budget as promised at the September 2020 BOD meeting.

The BOD accepted by consensus the revised budget as a supplement to the original B2 - Business Planning & Financial Budgeting monitoring report and FY 2020-2021 Business Plan.

B4 - Membership Rights & Responsibilities

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

Board Administrative Matters

Yearly Reflection

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

Officers' Meeting

The officers spent their March meeting discussing the onboarding process for new directors and setting this meeting's agenda.

Finance Committee

The FinCom will conduct the annual meeting with Wegner CPAs during their April meeting, all directors are invited to attend.

The FinCom concluded that it is not their role to determine the product mix of the store but to support Doug by working with the full BOD to provide strategic direction.

Board Development Committee

BoDev recommended that the language in the Policy Register and all BOD communications be changed to be gender inclusive by replacing he/she and her/him with they/them. This is something store operations has already implemented.

The BOD approved by consensus changing the language of the Policy Register and all communications going forward to be gender inclusive.

The BOD agreed to review the monitoring calendar at close of each BOD meeting.

The BOD approved by consensus the addition of Alessandra Martinelli to the Board Development Committee.

Kate offered to chair one more BoDev meeting, during which a new chair will be appointed.

Owner Engagement Committee

The Owner Engagement Committee did an extensive review of the Annual Meeting during their March meeting. There was also a review during the Officers' Meeting. Those directors not at the aforementioned reviews offered their opinions:

- There could have been more in-person presentations as well as keynote speakers.
- Jamie did a terrific job with the Annual Meeting prep and the Annual Report.
- They really appreciated that it was recorded for people to watch at their convenience.

Common Cents voting, which has occurred at the Annual Meeting in the past, will happen through a Simply Voting campaign later in the year.

Due to COVID there was a strong push to encourage online voting in lieu of casting a paper ballot, which resulted in an overwhelming majority of votes to be cast online. The BOD extended a huge thank you to Annie for running every aspect of the election.

The BOD approved by consensus the addition of Annie and Crystal to the Owner Engagement Committee, with both Annie and Crystal abstaining from the decision regarding themselves.

Columinate is hosting the [Directors' Roundtable](#) webinar series on April 6th which the OEC encourages all directors to attend.

Kate agreed to be the interim chair of the OEC.

Seating New Directors

The BOD formally seated and welcomed Sasha Breus, Stephen Brimley, Susan Cutting, Charles Pattavina, and Valerie Tate to the Belfast Co-op Board of Directors. Incumbent Heather Selin was welcomed for a second term.

Homework

Ongoing full BOD

1. Take C3 survey
2. Review & add to [Board Guidelines](#)
3. Review/edit the [2021 monitoring calendar](#)
4. Suggest topics for strategic discussions
5. Review monitoring reports using the [decision tree](#)

Officers

1. Include C2 in discussion of role clarity
2. Strategic conversation topic: Role of BOD vs operations

Edward

1. Reach out to Kate re: onboarding

Kate

1. Email Alessandra

Heather

1. Draft article re: expansion

Crystal

1. Draft announcement re: gender inclusive language

All Committees

1. Discuss ways your committee can lead/contribute to the product mix discussion
2. Send notification to new directors re: meeting times

Board Development Committee

1. Review strategies for board recruitment
2. Discuss policy B9
3. Include C2 in discussion of role clarity
4. Create ORF re: gender inclusive language in the policy register

Emily

1. Update calendar & notify owners of April BOD meeting date change
2. Add Owner Sign-up Form to March packet
3. Send updated BOD contact sheet
4. Send out code of conduct form
5. Assemble & distribute handbooks

Debrief

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

End of minutes. Submitted by Emily Berry, scribe.