

Belfast Co-op Board of Directors Meeting

April 29, 2021, 6:00 pm; Virtual Meeting via Web Conference

Directors Present: Sasha Breus, Stephen Brimley, Susan Cutting (vice president), Evans Goff, Kate Hanson, John Krueger (treasurer), Matt McConnell, Charles Pattavina, Buck Sawyer, Heather Selin (secretary), Edward Sheridan (president), Valerie Tate.

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

Owners: Annie Bussiere, Jamie Cermak, Naya Flanzala, Gina Law, Michael Walter

Agenda

The BOD agreed to add David's resignation to *Board Administrative Matters*. With this addition, the BOD accepted the agenda by consensus.

Minutes

March 25, 2021

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

April 19, 2021

The BOD approved by consensus the minutes of the April 19, 2021 special meeting.

Announcements

Kate extended kudos to Doug and the Co-op staff for implementing a commitment to assuming good intent. Kate's daughter is a producer for the Co-op and was very moved by this mindset.

Susan and Edward had a conversation with Michael Wells, a director at the Putney Food Co-op, and Faye Mack, a director at City Market in Burlington and president of the Neighboring Food Coop Association, to discuss their experience with expansion and offering a wider selection of conventional products. Faye also recommended connecting with the Franklin Community Co-op.

Owner Comments

Jamie, the Co-op's Marketing Manager, introduced himself, welcomed new directors, and let the BOD know he is looking forward to attending meetings, as he did in person previously, as a way to maintain awareness and connection between the BOD and Marketing.

Consent Agenda

The BOD accepted by consensus policy C3 - Agenda Planning as not in compliance for global C3; in partial compliance with section C3.1; and compliance with sections C3.2 & C3.3.

BoDev recommends 1) defining a multi-year workplan; 2) having FinCom work with Doug on strategic budgeting; and 3) formalizing an agenda setting process to address compliance issues.

GM Reporting

Alignment

Doug and a number of staff participated in a virtual Co-op Cafe on Saturday, April 25. Doug found it to be one of the best training and co-op community connection sessions he has attended. Much of this Co-op Cafe was centered on diversity, equity, and inclusion (DEI) work and all its facets. It really highlighted the number of talented and dedicated people working on DEI nationwide to make our co-ops as inclusive as

possible.

There is an open house in the Co-op's Annex offices on Friday, April 30 for all staff from 1-5pm.

GM Update

In the GM Update Report, Doug discussed the recent increase in MITs liveable wage model for Waldo County and he has begun strategizing ways to increase the starting wage to \$15/hr. Increasing the starting wage will have a ripple effect through the whole organizational chart and the Co-op will have to work on increasing efficiency and margin to stay within the 25% goal for labor as a percentage of sales. The BOD commended this objective.

Doug expects that going forward the Co-op will be expanding the reach of the CORE program, as well as other programs that help community members in need.

Doug sent the BOD a business plan, and a proposal from Caleb Johnson Studios to continue their work through the final stage of architectural development. Doug is still waiting on the final stage development proposal from Warren Construction.

B5 - Treatment of Customers

Doug reported partial compliance for policy B5 - Treatment of Customers due to the drop in customer count, additionally the store has not had a physical comment box during the last 12 months. A drop in customer count and removing the comment box are both Covid related. When the pandemic started, the Co-op saw fewer people coming into the store but purchasing more at one time and so far that trend has remained. Operations decided to remove the physical comment box in order to reduce touchpoints and discourage people from lingering in the store. The comment box will be reinstated on May 1, however, even without this people have had opportunities to provide comments over the past year through social media, staff specific emails, and verbal (in-store, phone) feedback.

The BOD accepted by consensus the B5 - Treatment of Customers monitoring report as being in partial compliance.

Board Administrative Matters

Conflicts of Interest

Edward's wife, Linda, had been in conversations with Doug regarding sociocracy training for the management team.

Kate's daughter is a producer for the Co-op.

Evans is a Co-op employee and as such, his finances are tied to the Co-op. He has and will continue to abstain / step away from any conversations regarding personnel or related matters.

No other directors had conflicts of interest to disclose.

Doug paraphrased Thane's words: the nature of a co-op is that everybody is conflicted, that we all have many interests that intersect in the co-op which is okay, they just need to be acknowledged.

Appointment of Officers

The BOD accepted by consensus the appointment of Edward Sheridan to the office of president; Susan Cutting to the office of vice-president; John Krueger to the office of treasurer; and Heather Selin to the office of secretary, for the 2021 term, effective immediately.

Committee Assignments

Owner Engagement

Buck
Valerie
Charlie
Susan

Board Development

Heather
Edward
Evans
Stephen
Sasha

Finance

John
Matt
Kate

Director Resignation

The BOD accepted by consensus the resignation of David Balicki from the Belfast Co-op Board of Directors effective immediately.

Finance Committee

The FinCom discussed their role in expansion during their April meeting, a matter which they have not yet resolved. Several directors suggested that the FinCom is needed to understand the numbers involved in expansion and bring the rest of the BOD along. In other words, the BOD as a whole has a fiduciary responsibility to the Co-op's owners which means that they must all be aware of what decisions are being made and what the numbers mean, the FinCom has the added task of digging in and sorting out the details. The FinCom does not recommend changing the Co-op's audit schedule, a full financial audit is conducted every three years, with annual reviews between. They suggested the BOD could use the CPA's in-person (via phone) analysis during the audit years and could forgo it during the review years.

Board Development Committee

Emily has modified the policy register to include gender-inclusive language. The BOD approved by consensus the proposed gender inclusive language announcement to owners.

BoDev will be assigning mentors to the new directors during their May meeting, which is scheduled for the second Monday of the month.

Owner Engagement Committee

The OEC will meet on the first Wednesday in May at 6:30pm.

Expansion Readiness Workgroup

Edward will propose a date for the week prior to the May board meeting for Doug to present expansion proposals formally to the Board. Exp will meet on the second Tuesday in May (May 11) to discuss Doug's business plan and other supporting documents as a way to prepare for Doug's expansion presentation, bring new directors up to speed, and get questions to Doug in advance of his presentation. All directors are encouraged to participate.

Homework

Ongoing full BOD

1. Take D2 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. Strategic conversation topic: Role of BOD vs operations

2. Address C3.2 re: agenda setting process
3. Discuss in-person meeting opportunities

Edward

1. Contact Thane re:
 - a. Mini policy governance trainings
 - b. Monthly meeting with officers
2. Reach out to new officers re: monthly meeting
3. Send out poll re: Doug's expansion presentation date

All Committees

1. Discuss ways your committee can lead/contribute to a strategic direction discussion
2. Discuss in-person meeting opportunities

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 announcement

5. Discuss definition of multi-year workplan from C3.1
6. Assign mentors
7. Provide monthly trainings update

Expansion Readiness

1. Transfer the business plan, etc. to the google drive

Emily

1. Calendar:
 - a. Add Columinate events
 - b. Adjust May OEC meeting to 6:30

Debrief

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

End of minutes. Submitted by Emily Berry, scribe.