

Belfast Co-op Board of Directors Meeting

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

Directors Present: Stephen Brimley, Susan Cutting (vice president), Matt McConnell, Charlie Pattavina, Buck Sawyer, Heather Selin (secretary), Edward Sheridan (president), Valerie Tate.

Absent: Sasha Breus, John Krueger (treasurer)

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

Owners: Annie Bussiere, Jamie Cermak, Gina Law, Naya Flanzala, Heather Q. Hay, Ashleigh Russell

Agenda Review

The BOD agreed to add the approval of July's special meeting minutes. With this adjustment, the BOD approved the agenda by consensus.

Minutes

June 24, 2021

The BOD approved by consensus the minutes of the June 24, 2021 meeting.

July 22, 2021 Special Meeting

The BOD approved by consensus the minutes of the July 22, 2021 special meeting.

Announcements

Joel Kopischke, a co-op consultant with the seven roots group, will be traveling to Belfast during August for three days, dates yet to be determined, to facilitate conversations between Doug and the BOD.

Edward reminded everyone that BOD executive sessions are a routine order of business, employed to discuss confidential or proprietary issues. While the BOD does try to announce these sessions in advance of the monthly meeting, it is not uncommon or inappropriate to do so during the agenda review portion of the meeting.

Consent Agenda

The BOD accepted by consensus policy C6 - Officers' Roles as in compliance.

The BOD also approved by consensus the Board Development Committee's recommended changes to policy C6 - Officers' Roles. The approved revisions are as follows:

- C6.1. No officer has any authority to supervise or direct the GM **except under explicit delegation by the Board.**
- C6.4. The vice-president will perform the duties of the president in **their the president's absence.** ~~and those duties specified in the Co-op's bylaws at Article 8 Sec. 6.10~~
- C6.6. In addition, the treasurer, in conjunction with the Finance Committee, will facilitate the Board's understanding of the financial condition of the Cooperative. ~~and those duties specified in the Co-op's bylaws in Article 8, Sec. 9.~~
- ~~C6.8. In addition, the secretary will perform those duties specified in the Co-op's bylaws at Article 8, Sec. 8.~~

The BOD approved by consensus the recommended revision to policy C3.2, as follows:

- Board meeting agendas will be determined ~~through a process approved by the Board,~~ **by the Officers** and may be modified at the meeting by a decision of the Board.

GM Reporting

Alignment

Valerie introduced Doug to Anne Tate, an urban designer and Professor of Architecture at the Rhode Island School of Design, and Ricardo Dumont, a landscape architect. Doug met with them to discuss the concept of a multi-story development which would include housing above the Co-op's storefront, and sent them the documents from 2018-2019, when this concept was being explored. They will reconvene at a later date.

Doug met with NCG DC to discuss a staged approach to the renovation. One possible scenario is to begin renovation on the right side of the store with prepared foods, the meat department, and installation of a freight elevator. The Belfast Co-op has not yet entered a contract with the NCG DC and these discussions are ongoing. Alessandra Martinelli, former BOD president, has been hired as the new Outreach Coordinator, working within the Marketing Department.

GM Update Report

Doug is looking to move part of the Co-op's savings to a money market account with an interest rate of 0.2%, the same as a CD but without the penalties that come from withdrawing funds before the maturity date. This move would ensure that the Co-op's money is all FDIC insured.

The Co-op has been presented with a proposal for a Power Purchase Agreement through Sundog Solar. The solar array is scheduled to be up in running sometime this winter. Doug was hard pressed to find a downside to this project. He will share the contract with the BOD when it becomes available.

As of this meeting date, July sales crossed the million dollar mark, only ever seen before in August, with two days left in the month. When compared to 2019 (more realistic than compared to 2020) sales are up 14-15%. Labor has been more efficient but staff are definitely feeling burnt out. Management has been trying to find creative ways to show appreciation to all the workers.

B6 - Staff Treatment & Compensation

The BOD accepted by consensus the B6 - Staff Treatment & Compensation monitoring report as in compliance.

BOD Administrative Matters

Board Development Committee

BoDev currently has no chair and the committee is down to 4 members. If any directors feel compelled to join, they are wholeheartedly welcome.

BoDev discussed BOD compensation and, after comparing compensation from other co-ops, recommended that officers receive a \$50 per month stipend and directors receive a \$40 per month stipend. All stipends are distributed as Co-op gift cards. The BOD accepted by consensus the recommended changes to the BOD stipend.

Finance Committee

FinCom noted that the June and YTD financials are great, especially in regards to labor as a percentage of sales. During their July meeting, the FinCom performed a 'stress test' on the pro forma by changing multiple variables to see how it reacted. The committee concluded that the pro forma reacted as expected and having more information in which to further flesh out the pro forma would allow the BOD to more comfortably move to the next stage of development. In order to garner additional information, the FinCom recommended that the BOD authorize Doug to enter into contracts with the development partners (NCG DC, Caleb Johnson Studios, and Warren Construction) with the caveat that the GM look at a phased approach to renovation as well as exploring options for expanding cafe seating. The BOD approved this recommendation by consensus.

Owner Engagement Committee

During their July meeting, the OEC discussed surveying owners without interfering with any surveys being conducted by Co-op operations.

Susan and Valerie were given a tour of the Co-op by Jamie, the Marketing Manager, which they found incredibly worthwhile and highly recommended that all directors do the same. Charlie, who had previously been given a tour by Jamie, seconded the recommendation.

Expansion

Doug questioned whether the BOD had made a decision regarding moving forward with the Pica contract for rebranding. The BOD is still in discussions about this and has yet to come to consensus.

Homework

Ongoing full BOD

1. Take C7 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. Discuss in-person meeting opportunities

Edward

1. Contact Thane re:
 - a. Mini policy governance trainings
 - b. Monthly meeting with officers

All Committees

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

Board Development Committee

1. Review strategies for board recruitment
2. Include C2 in discussion of role clarity
3. Discuss definition of multi-year workplan from C3.1
4. Start to build [2022 monitoring calendar](#)
5. Continue review of policy register, due in August

Emily

1. Update C3.2 & C6 in the policy register

Debrief

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

End of minutes. Submitted by Emily Berry, scribe.