

Belfast Community Co-op Board of Directors Meeting

August 25, 2022, Public meeting commenced at 6:00 pm; hybrid meeting at Belfast Community Co-op Administrative Office and via Zoom teleconference

Directors Present: Sasha Breus, Ernie Cooper (vice president), Susan Cutting (president), Cristiane Gil, John Krueger (treasurer), Elaine Mack, Charlie Pattavina, Edward Sheridan, Valerie Tate (secretary), Collin Thompson

Absent: Kristin Clements

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

Owners: Jamie Cermak, Gina Ferendo, Naya Flanzala, Denise Horton, Alessandra Martinelli

Agenda Review

The BOD approved the agenda by consensus.

GM Reporting

Alignment

The renovation project will be assessed by the In-Town Design Review Committee the week of September 12th, which will be a private meeting, and the project will be presented to the Planning Board on September 28th, which is open to the public.

Doug reached out to UNFI and they are finalizing the equipment list, costs, and timeline and sending that to NCG on the day of this meeting. Doug expects an update from NCG before the weekend.

There are 5 days scheduled for tabling in front of the store during September's annual owner drive. Directors are encouraged to participate.

The 'Your Future Co-op' page of the Co-op website has been updated with the fixture plan, architectural plan, and the exterior concept plan.

GM Update Report

Doug and Jamie (Marketing Manager) were presented with three possible directions for interior design, specifically for the cafe seating area. The first was clean and modern with natural wood, a more urban feel. The second incorporated softer tones and different uses of color, also with natural wood. And the third was 'light industrial', with hand-crafted elements, exposed edges, etc.. Doug and Jamie agreed that the second concept, with softer tones provided the homier, family kitchen feel that would best suit the Co-op community, with a few elements pulled from the other design concepts. The Caleb Johnson architects will bring this feedback to Warren Construction and make sure the plan fits into the construction budget.

The marketing staff is currently working on an in-store display for the renovation, with renderings and information. This should be up within a month's time.

So far operations has not received very much feedback on the rebranding.

B7 - Communication to the Board

The BOD discussed the B7.6 interpretation "Thereby officially the board performs a ritual approval of actions for which it has already assigned authority to the General Manager...". There was some discomfort with the phrase "ritual approval" as opposed to acknowledgement that the BOD and the GM are working together. Doug provided the example of designated check signers within the Co-op staff as something the BOD gives the GM authority to assign and the treasurer signs off on. Larger decisions are part of a different aspect of governance.

The BOD accepted by consensus the B7 - Communication to the Board monitoring report as in compliance.

B8 - Board Logistical Support

The BOD accepted by consensus the B8 - Board Logistical Support monitoring report as in compliance.

Board Administrative Matters

Director Resignation

The BOD accepted by consensus the resignation of Buck Sawyer. Buck served on the BOD from 2020 through 2022 and the Directors extended their heartfelt thanks for his hard work.

Consent Agenda

The BOD accepted by consensus:

1. The minutes of the July 28, 2022 BOD meeting
2. Policy C7 - Board Committee Principles as in compliance

Finance Committee

There have been many negotiations within the last month between three potential senior debt partners for the planned renovation project. The FinCom unanimously supported the Cooperative Fund of the Northeast's (CFNE) term sheet, which was then shared and also supported by the Capital Campaign Committee.

The FinCom proposed that the Board should instruct the GM to support the Term Sheet Submittal from CFNE for Senior Debt for the Co-op renovation/expansion project. With one abstention, the proposal from the FinCom was approved by consensus.

FinCom also noted that sales for July increased and preliminary numbers for August show the same.

Directors thanked Doug and the Finance Committee for all their work to bring the loan recommendation to the meeting.

Capital Campaign Report

The Capital Campaign team has been meeting weekly and is composed of Ben Sandel, Patti McKenna, Valerie, Susan, Ernie, John, Doug, and Alessandra. Others are welcome and invited to join.

Ben has provided a campaign timeline and work plan and there are several things the team is doing to gear up. Ben will be working with operations on a call to action: posters, emails, appeal letters, social media, and testimonials from directors and other owners. There is legal work happening to get disclosure documents in place for broader outreach. Operations will be recruiting callers from the staff and directors will be recruiting callers from the ownership. All directors will participate in Ben and Patti's caller training; even if they don't expect to be making calls, in order to be informed and able to answer questions. The team will be gathering lists of potential investors and as soon as there is an assigned receiver of confidential preliminary contribution commitments, forms will be collected from behalf of directors, workers, and other core investors. Beekeeper will be used as the team's communication platform and Hubspot will be used to track contributions. There are plans to have Board events to publicize, celebrate, and show enthusiasm.

Owner Engagement Committee

OEC has begun planning for the 2023 Annual Meeting, looking at dates and venues.

OEC is looking for new members, perhaps through soliciting the ownership.

Board Development Committee

BoDev had suggested that the 2023 BOD educational plan focus on expansion and capital campaign training, however, it was suggested that there would be less need for this as 2023 progresses. BoDev will rework its proposed educational plan.

BoDev proposed adding language to the BOD guidelines regarding using Columinate consultants unless there is a specific situation that would be best served by working with another consultant. The discussions around this included:

1. concerns with this language naming Columinate specifically,
2. that any consultant should provide proper feedback mechanisms,
3. the BOD should be reviewing the use and effectiveness of the CBLD contract.

BoDev will be reviewing the CBLD contract and developing a proposal for the next enrollment period. BoDev will also be reworking the consultant language for the BOD guidelines.

Homework

Full BOD

1. Take C8 policy poll
2. RE: Capital Campaign
 - a. potential investors - send to Valerie
 - b. potential callers - send to Valerie
 - c. Determine individual investment amount

Doug

1. Submit a broad project management plan
2. Look into the effects of parking on income from pro forma or early market study
3. Provide updated architectural renderings for director Meet & Greets
4. Send BOD pdf of interior design presentation
5. Provide BOD with renovation visuals for owner interactions

All Committees

1. Send items for consent agenda to officers

Officers

1. Discuss in-person meeting opportunities

Board Development Committee

1. Process for violations to the code of conduct
2. Review BOD guidelines & policies re:
 - a. Responding to employees
 - b. Communication norms (esp. email)
3. Consultant language for guidelines
4. 2023 educational plan
5. CBLD contract
 - a. Review use
 - b. Recommendation on contract

Owner Engagement Committee

1. Plan BOD work for the 2023 Annual Meeting

Ad Hoc Committee

1. Draft an expansion committee charter

Susan

1. Organize BOD training with Ben Sandel (when appropriate)
2. Mention committee work, esp. OEC, in BOD update to owners

Debrief

Edward expressed his appreciation for everyone's efforts and working in good faith. However, he also expressed no support for the renovation project and tendered his resignation from the BOD with the promise of an official resignation letter by the end of the weekend.

Valerie acknowledged that the BOD is really achieving milestones. There have been six long years of planning and now there is a lot of excitement and forward movement. As Patti says - It's going to be fun!

Susan noted that the BOD made another really big decision for the Co-op and she is really proud and excited!

Doug thanked John and the FinCom for everything they have done to support him and the hard work they have done over the past few months as they put together this financing package.

Meeting adjourned at 8:00 pm. Minutes respectfully submitted by Emily Berry, scribe.