

Belfast Co-op Board of Directors Meeting

August 27, 2020, 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

GM: Doug Johnson

Staff: Emily Berry

Co-Facilitators / Timekeepers: Edward & Annie

Agenda

In David's absence, Matt will lead the Finance Committee discussion. With this adjustment, the BOD approved the agenda by consensus.

Minutes of the Previous Meeting

The BOD approved by consensus the minutes of the July 23, 2020 meeting.

Announcements

Columinate training, *Being a Great Employer*, will be held September 1st via web conference. All directors are encouraged to attend.

GM Reporting

Alignment

Doug has continued to be in communication with the NCG Development Cooperative and the architects involved in planning the Co-op's expansion/renovation project. A preliminary final fixture plan has been shared with the BOD and the architects, who will now begin adapting their plans and costing out the different aspects of the remodel.

Doug has been contemplating including a rebrand as part of the remodel project. He is looking at the Co-op's name, logo, graphic elements, and the story that is told around the Co-op. The remodel isn't just about updating systems, it's also about being able to meet the needs of a broader segment of our community. He would like to incorporate "community" into the Co-op's name, and offered Belfast Community Food Co-op as an option. The Co-op has a rich history and so much to tell about who it has been in this community, who it is now, who it is going to be someday, and this can be done in part through successful branding.

GM Update Report

The trends regarding customer count and basket size continue to hold strong.

Doug adjusted the budget for actuals when the July numbers came in and the Co-op is still on target to be net positive at the end of the year.

Doug heard from the bank this week that PPP reimbursement forgiveness applications are now open. The Co-op's accounting team has begun work on that application.

Doug contacted Wegner CPAs to start the conversation about the end of year financials.

One of the key indicators that the Co-op has been struggling to control is labor as a percentage of sales, however, the July numbers fell within the targeted range. The pandemic has forced the Co-op into this efficiency.

B7 - Communication to the Board

Sub-policy B7.4 talks about informing the BOD when they are not in compliance with their own policies. When asked, Doug pointed out that he has never encountered a situation where the behavior of the BOD or any individual director has risen to the point of having to call it out.

Sub-policy B7.3 holds the GM responsible for making the BOD aware of any factors external to the organization that could disrupt or alter the normal business of the Co-op. The BOD discussed whether they are comfortable with this policy, particularly the tone and tenor of the expectation laid out. No conclusion was reached.

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

C7 - Board Committee Principles

The BOD discussed utilizing the Operational Request Form more frequently and asked directors to monitor their own contact with the GM. They also acknowledged that the Expansion Readiness Workgroup does not have a charter as stipulated in sub-policy C7.3.

The BOD accepted by consensus C7 - Board Committee Principles as in partial compliance with section C7.3 and full compliance with the remaining sections.

Executive Committee

The ExecCom urged committees to submit the minutes of their monthly meetings promptly which will assist with agenda setting.

The ExecCom recommended using a google calendar for the BOD that is not tied to the Belfast Co-op organization. This shift will allow all directors to manage the calendar. The BOD accepted by consensus the plan to use the google calendar of a gmail account not tied to the Belfast Co-op organization.

According to the Bylaws, an executive committee can be appointed by the BOD for a specific purpose and does not need to consist solely of officers. Therefore to be more in line with the Bylaws, what is currently known as the ExecCom will now be the Officers' Meeting.

David mentioned in ExecCom that the FinCom will be solidifying a new meeting time earlier in the month. Most likely the third Friday of the month.

The ExecCom had a substantial conversation in their August meeting clarifying officer roles and the legacy they would like to build. The officers will be taking on some of the work of the president as well as being more supportive. The goal is to make role succession as functional as possible.

The officers would like to focus a little more on what the BOD is communicating to the owners through the newsletter.

Finance Committee

FinCom received all the committee budgets and using the new minute template went well.

Board Development Committee

BoDev recommended cancelling the November 19, 2020 BOD meeting as it coincides with the Financial Training for Directors series the all Directors are required to attend. The BOD agreed by consensus to cancel the November 2020 BOD meeting while reserving the right to schedule a meeting from 7 - 8 pm that day if deemed necessary.

Owner Engagement Committee

Voting on the Bylaw changes begins September 1st. Operations is working on putting together the voting list and Simply Voting is currently recording the phone voting information.

The OEC recommended holding the next Annual Meeting on February 28, 2021 and the BOD approved this by consensus.

The OEC also recommended hosting the 2021 Annual Meeting virtually and the BOD approved this by consensus.

Homework

Full BOD

1. Take C8 survey
2. Review & add to [Board Guidelines](#)
3. Send owner comments to Emily for compilation
4. Think about *Rootstock* article topics
5. Register for [Financial Training for Directors](#)
6. Look at [BoDev notes](#) and register for agreed upon trainings

Doug

1. Look into CORE re-enrollment numbers
2. Send public policies to OEC
3. Push out Ends Report early

David

1. Adapt the [New Committee Notes Template](#) for FinCom's key indicator reporting

Annie

1. Create FAQ for google calendar
2. Send the ORF link to the BOD

Crystal

1. Confirm availability of presenters for Annual Retreat part 2: Expansion

All Committees

1. Use [New Committee Notes Template](#)

Officers

1. Consider agenda planning re: November BOD meeting

Board Development Committee

1. Review strategies for board recruitment
2. Discuss where to house officer job descriptions
3. Develop communication to the Owners re: November BOD meeting cancellation

Owner Engagement Committee

1. Remove #2 under *BOD Decisions* in your August minutes

Emily

1. Add Columinate training [Being a Great Employer](#) to the BOD calendar

Debrief

Buck thought the meeting was well organized, clear, smooth, productive, and concise. John agreed.

Edward appreciated Annie jumping in to facilitate and was impressed with the committee meeting notes. Crystal pointed out that the larger goal laid out by the ExecCom was to have time left over at the end of the meeting for strategic discussions by and this meeting proved that can be achieved.

End of minutes. Submitted by Emily Berry, scribe.