

Belfast Co-op Board of Directors Meeting

October 22, 2020, 6:00 pm; Virtual Meeting via Web Conference

Directors Present: David Balicki (treasurer), Annie Bussiere (secretary), Evans Goff, Kate Hanson, Crystal Howard-Doliber (vice- president), John Krueger, Buck Sawyer, Heather Selin, Edward Sheridan (president).

Absent: Matt McConnell

GM: Doug Johnson

Staff: Emily Berry

Owners: Lynne O'Connor

Facilitator / Timekeeper: Edward

Agenda

The BOD agreed to include a recap of the second part of their Annual Retreat during the Expansion Readiness report. The BOD approved the agenda by consensus.

Minutes of the Previous Meeting

In the September meeting, the GM proposed a business plan that included the expectation that the Co-op will expand in the next five years, and while the BOD accepted that plan that does not mean they have endorsed that expectation. The BOD approved by consensus the minutes of the September 24, 2020 meeting as written.

Announcements

The Cornucopia Institute's October newsletter highlights National Co-op Month and features Green Star Co-op.

Annie participated in parts of both the P6 and CLUSA Impact Conferences. They both had valuable parts, particularly the P6 Conference's discussion around racism and what we could be doing. Annie also noted that while the conferences were great, it was an added benefit to connect with people from other co-ops.

GM Reporting

Alignment

Doug received a construction estimate from Warren Construction for the expansion project, which unfortunately, was over budget. Recently, the cost of construction materials has increased dramatically with no expectation of a decrease in the future. Doug will be meeting with Dave Blackburn and Larry Palmer at NCG to discuss reprioritizing the list of objectives.

GM Update Report

The BOD reviewed the September financials and Doug noted that the net income does not include PPP loan money or abandoned equity. The PPP loan money will not show up on the income statement, it will be listed on the balance sheet and cash flow statement. Doug submitted the forgiveness documentation for the PPP loan. He also reported that although the end of year has not yet been finalized officially, it appears that the Co-op will have net income in excess of \$120,000 for FY 2019-20.

A - Global Ends

The Board's discussion of the Global Ends policy encapsulated several areas and the following points and opinions were noted.

- With all the Co-op sales, there is quite a bit of food that is competitive with Hannaford
- Bringing in WIC eligible food isn't just about affordability, it is also about opening up the Co-op to a program that helps people, which speaks to the Co-op's values.
- The Vendor Partner Guide gives department specific expectations about receiving, invoicing, packaging, etc. which helps to ensure vendors show up prepared to provide the Co-op with product.
- Increasing the amount of conventional foods and products the Co-op carries goes against what was just voted on in the Bylaws in terms of the stated purpose as a "member-owned and -controlled organic and natural foods and products distribution system". Owner involvement in the decision to bring in more conventional products is a must, as it would mean a change in how the Co-op views itself.
- It is not necessarily mutually exclusive, if you carry conventional products you can still be an organic and natural foods and products distribution system.
- We as a Co-op should look at how to work with our officials to get organic products included on the WIC eligible list.
- The spirit of inclusivity should be promoted and if efforts to change the WIC product list are unsuccessful, carrying WIC eligible products should still be the plan.
- The percentage of conventional items the Co-op carries already is probably higher than anyone thinks.
- The Bylaws can now be amended in part, instead of only as a whole.
- There are ways that we can band together with other co-ops to lobby for change. There are also other ways to support our community differently, such as applying for grants.
- There is no downside necessarily to promoting the CORE program. The number of owners using CORE has gone up and we assume it will continue to go up as the economic downturn hits more of Waldo County. Perhaps a future forum to discuss affordability, poverty in Waldo County, and how the Co-op is looking to address that, or talking about food insecurity in general could be really powerful.
- The struggles Doug has been seeing in our community, other GMs are seeing in theirs. By banding together with NCG and applying pressure, UNFI is now distributing WIC eligible products to those stores. It's a good time to be a co-op person working toward food security.
- Currently, the Co-op is incorporated to sell organic and natural foods and conventional doesn't typically meet that, where do we draw the line? GMOs, artificial ingredients, pesticide/herbicide heavy? How will we define what is healthy and nutritious?
- The thing that will define and differentiate us as the market changes is going to be our structure as a cooperative. Our differentiation will come back to the fact that we are an economic alternative that gives back to its community and is governed democratically by its community.
- Essentially the Co-op's role and the Board's role is to serve the members.
- It is an assumption that by expanding the store and providing 30% more conventional products we are going to bring in and serve customers. Are we going to see that traffic, how is this going to play out?
- The adaptive safety procedures in place at the Co-op due to COVID-19 should be addressed under A.5 as they contribute to a safe workplace. It is impressive how the Co-op has not let its guard down.

- One way the Co-op could support local people getting affordable food that is nutritious and healthy, as well as traditional, would be to assist them in eating more dried beans by offering the tools -- pressure cookers at cost and workshops on using them.
- The Ends are too long and specific. The Co-op could serve better with less specificity. This is perhaps a good topic for a strategic discussion.
- There is no access to the Co-op's filtered water at this point. There is a proposal for the store to put in a reverse osmosis system but this is tabled due to COVID-19.
- There were actually 544 ballots cast in the Bylaws vote.
- Starting January 1, 2021 *Rootstock* will be published quarterly. The first issue will be the Annual Report.
- Any organization that has been vetted for Common Cents is eligible to table outside the store (prior & subsequent to COVID-19, not during).

The discussion of the A - Global Ends policy will continue at the November 19, 2020 BOD meeting.

Board Administrative Matters

DI - Unity of Control

The BOD questioned who Doug would go to if the BOD was out of compliance with DI.I. Doug responded that he would approach the officers if a director or committee was instructing him without Board authorization, whether that point of non-compliance was from an officer or not.

BoDev will work on clarifying the language of DI.I.

The BOD accepted by consensus DI - Unity of Control as in compliance.

Officers' Meeting

The full BOD will be participating in the Columinate training *Financial Training for Directors*, which is scheduled at 8pm on November 19th, the same evening of the regularly scheduled BOD meeting. The Officers proposed an abbreviated meeting in November, running from 7pm to 7:45pm. The BOD will discuss Preliminaries, the Ends, and adjourn to executive session to discuss BOD recruitment. The BOD agreed by consensus to the abbreviated November meeting.

Finance Committee

The FinCom has opted to hold a 90 minute meeting in November primarily focusing on a Pro Forma deep dive. They are hoping to write an article for *Rootstock* in April about the Pro Forma.

Expansion Readiness Workgroup

Based on their takeaway from the Annual Retreat, Expansion Readiness would like to focus on the Pro Forma and the Market Study in the future. They are not planning on meeting in November but would like to prepare for the December meeting by reviewing the Market Study and having a strategic conversation as a Board or committee.

The BOD discussed their feedback of the Board's Annual Retreat (part 2).

- The most productive retreat experienced as a director, walked away feeling a lot better about the process.
- Great investment of time and would like to find a way to keep the momentum alive.
- Could use Expansion Readiness time as a time to regroup and focus on different facets around what the Board will need to do throughout the year on expansion.

- Found it very useful and clarified that the BOD has not communicated very well with the members. There is follow-up action with owner engagement around expansion which could be an opportunity for the board to recap what was presented -- what did the board understand and what do they want to communicate to owners.

Owner Engagement Committee

OEC is talking to BoDev about combining their November meetings to create concrete plans for the Annual Meeting.

As a note, no one utilized the phone-in option for the Bylaws vote. Perhaps a phone-in option is not necessary for the 2021 Board election.

Homework

Full BOD

1. Take C4 survey
2. Review & add to [Board Guidelines](#)
3. Send owner comments to Emily for compilation
4. Think about *Rootstock* article topics

Doug

1. Brainstorm ways the BOD can help during Thanksgiving shopping
2. Send Market Study to BOD

Annie / Doug

1. Create folder on Google drive for expansion docs

David

1. Let BOD know date & Zoom link for FinCom

Nov meeting

Kate

1. Create ORF for Nov BOD meeting communication

Heather

1. Draft article re: expansion

Committee Chairs, President, & Treasurer

1. End of year reports

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
4. Clarify D.I.I language

Debrief

Heather thanked Edward for doing a great job facilitating and appreciated his humor.

Crystal appreciated that the committee reports have become much shorter and she doesn't feel like she has missed much if any information. So far, so good.

David reflected that the words and the content of this and recent meetings are very on point, especially compared to when he was first seated on the Board.

The BOD adjourned to executive session to discuss board recruitment. No decisions to record.

End of meeting. Submitted by Emily Berry, scribe.