

Belfast Co-op Board of Directors Meeting

December 16, 2021, 6:00 pm; Virtual Meeting via Web Conference

Directors Present: Sasha Breus, Ernie Cooper, Susan Cutting (vice president), John Krueger (treasurer), Matt McConnell, Buck Sawyer, Edward Sheridan (president), Valerie Tate (secretary)

Absent: Stephen Brimley (on sabbatical), Charlie Pattavina

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

Owners: Jane Anderson, Annie Bussiere, Jamie Cermak, Gina Ferendo, Cris Gil, Heather Q Hay, Alessandra Martinelli, Lynne Silvia O'Connor, Zafra Whitcomb

Agenda Review

The BOD added item *f. Expansion Readiness* under *Board Administrative Matters*. With this addition, the BOD accepted the agenda by consensus.

Minutes

The BOD approved by consensus the minutes of the November 18, 2021 meeting.

Announcements

Edward announced this as something for the Board to think about: Danone, parent company of Horizon Organic, announced in August that it will be stopping its purchase of milk from 89 organic farms throughout Vermont, New Hampshire, Maine, and New York. Danone did offer to extend contracts with these farmers through the end of February 2023, but not beyond. Doug noted that the Co-op only carries Danone's Horizon Organic if Organic Valley is not available.

Edward underscored the work the directors do over email, in committees, and preparing for meetings. He knows they are expected to cover a lot of ground and expressed appreciation for their dedication.

Owner Comments

Zafra again expressed his desire to have the Board's informational packets available to the public ahead of the monthly meeting. He also noted that he has been considering running for the BOD.

Gina thanked the directors who helped bag groceries during the days leading up to Thanksgiving and those that attended the worker meeting.

Lynne thought that Doug's renovation project presentation from the November meeting was stellar. She would like to see the Board's email address offered to meeting attendees at the beginning of each meeting so additional comments can be sent along. She was floored by the renaming decision from the November meeting and wondered how it could have gone so far without owner input, how it could be approved without speaking of it, and hopes there will be further discussion. She also applauded the Co-op for still allowing people to choose whether they wear masks in the store.

Heather Q attended Columinate's *Financial Training for Directors* and highly recommended it.

GM Reporting

Alignment

Doug and the Finance Department have submitted all the materials to Wegner CPAs for this year's full financial audit and are now waiting to hear back.

Doug has shared the recording of the worker meeting with the BOD and hopes that they will watch it, noting in particular that the department reports were phenomenal.

The store will be closing at 5pm on Friday, December 31 to conduct the quarterly inventory.

The worker open house will be held on Tuesday, December 21 in the Co-op's Administrative Offices from 10am - 4pm. The BOD is providing the food, which is much appreciated, and directors are invited to drop by. Jeanie Wells, of Columinate, has been assessing the Co-op's organizational structure and has issued a report to Doug. He will make a public report of Jeanie's assessment available to directors and the management team. Candidates have been interviewed for the Prepared Foods Manager position and panel interviews will be taking place next week.

BI - Financial Condition and Activities

The Finance Committee enthusiastically recommended that the BOD accept this BI monitoring report as in compliance and noted the monumental achievement of having a BI report submitted indicating full compliance with all sections.

The BOD accepted by consensus the BI - Financial Condition and Activities monitoring report as in compliance.

Board Administrative Matters

Finance Committee

Ernie Cooper and Jim Miller, both past BOD treasurers, had never seen a BI report as exceptional as the one submitted this month. FinCom considers the Co-op to be well positioned financially to consider a renovation project. This month the FinCom was able to perform stress tests on the pro forma submitted by the NCG Development Cooperative. With various stressors applied to the pro forma, FinCom reported that the Co-op's projected days of cash on hand did not dip below the benchmark of 12; 25 was actually the lowest it went. The directors were reminded that the pro forma is a model and the projected costs are educated guesses, more definitive information will come from Warren Construction's estimates based on the architect's design. Numbers from Warren Construction are expected at the end of January. FinCom also emphasized that the pro forma assumes the same distribution of food that the Co-op currently carries, with no real shift in product mix.

Board Appointment

BOD agreed by consensus to appoint Ernie Cooper as an interim director for the remainder of this term.

Committee Appointments

The BOD approved by consensus the addition of Cris Gil to the Owner Engagement Committee.

The BOD approved by consensus the addition of Ernie Cooper to the Finance Committee.

Board Development Committee

Self Monitoring Policy: C5 - Directors' Code of Conduct

The BOD accepted by consensus policy C5 - Directors' Code of Conduct as in compliance.

BoDev Report Continued

Edward presented the idea of introducing the BOD to consent decision making, as performed in sociocracy. Before switching processes, directors commented that they would be more inclined to talk to previous directors who are familiar with the current version of consensus decision making. They would also like to have more information on sociocratic consent decision making. There was also the concern that the BOD was getting bogged down in process. Edward explained that this would be in an effort to make decision making clearer and easier and he will provide more information on sociocracy.

The BOD approved by consensus the Candidate Nomination Packet for 2022.

Owner Engagement Committee

The OEC proposed holding the Annual Meeting on March 6, 2022 via Zoom from 2pm - 3:30pm. The BOD approved the March 6 meeting date by consensus.

OEC also invited directors to join the worker open house on Dec 21 to express the Board's gratitude to all the workers. Catering will be provided by Bell the Cat.

OEC is asking all directors to make videos encouraging owners to run for the BOD. Videos are to be submitted by January 3rd and will be shared over social media.

OEC suggested BOD consider a regular newsletter item – "Notes from Your Directors" written by a board

member; or “Notes from the Board Room” written by Operations based on BOD Meeting Minutes. The BOD approved by consensus the Board Interest Letter. This letter, signed by the BOD, will be sent, by operations, to all new owners who indicate their interest in board work when they join the Co-op. OEC noted previous efforts to engage owners in decision-making, especially in the last five years regarding expansion and rebranding, via forums, tabling events, and surveys. Following the most recent broad survey, with a great response from owners, including many comments, OEC is exploring ways to solicit more owner input and is considering a survey focused on rebranding. Before launching anything they will be reaching out to other co-ops and Columinate to discuss connecting with owners in the best way possible. They are also talking about reinstating the quarterly owner forums over Zoom.

Expansion Readiness

In order for the BOD to more fully comprehend the proposed renovation project, the officers are recommending a walk-through of the store with Peter Warren of Warren Construction, or the builder’s project manager. They would also like to have a presentation via Zoom from the architect and the builder; with Ben Sandel, the capital campaign consultant, present. BOD members could ask questions, both about the project and in order to prepare for the capital campaign. Doug agreed that this was a good idea and would get some possible dates and times to offer..

With the meeting wrapping up early, the BOD took this opportunity to add the topic of in-person meetings to the agenda.

In-person Meetings

The BOD discussed how to evaluate when/if to transition back to in-person meetings. Most directors agreed that circumstances are evolving and evaluating should happen on an ongoing basis -- checking the CDC guidelines and polling board members for preferences. The BOD has not yet decided what the criteria will be for holding an in-person meeting, such as a certain number of members willing to attend, with a teleconference option for others.

Homework

Full BOD

1. Take Global C & D surveys
2. Review & add to [Board Guidelines](#)
3. Discuss ways your committee can lead/contribute to a strategic direction discussion
4. Make ‘why I’m on the BOD’ videos, due Jan 3
5. Contact potential BOD candidates

Doug

1. Submit a broad project management plan
2. Compile dates/times for a Zoom meeting with architect, contractor, capital campaign consultant, & BOD
3. Check in with Peter Warren re: store walk-through

Officers

1. Strategic conversation topic: Role of BOD vs operations
2. Discuss in-person meeting opportunities
3. Look into dates for a retreat
4. Discuss capital campaign team
5. Discuss making the BOD packet public

Edward

1. Contact Thane re: assistance with policy governance
2. Send sociocracy materials to BOD

Valerie

1. Gather historical context on the BOD’s consensus decision making

Sasha / Emily

1. Draft poll question re: in-person meetings

Board Development Committee

1. Review strategies for board recruitment
2. Review/edit the [2022 monitoring calendar](#)
3. Continue review of policy register

Owner Engagement Committee

1. Annual Meeting planning
2. Formulate plan for owner engagement around rebranding, by reviewing responses to the recent survey and reaching out to other co-ops for their rebranding experience with owner engagement.

All Committees

1. Submit a committee report

Debrief

This was Ernie's first BOD meeting in almost two years and although most of the faces were different he thought it was great to be back. He is excited to work with a lot of good people doing good things.

John was glad everyone participated in the discussions and was glad that the BOD got into some difficult conversations without much upset.

Valerie finds that the directors are a pretty remarkable group and diverse in how everyone thinks about things and shares their ideas and opinions. She sees the group as doing very well.

Edward thanked everyone for stepping up and participating. He also thanked the staff and owners for attending. He wished everyone happy holidays!

End of minutes. Submitted by Emily Berry, scribe.