

BELFAST FOOD COOP BOARD MEETING – February 28, 2008

PRESENT: Richard Brown, Allen Ginsberg, Scott Giroux, Debbi Lasky, Susan Lauchlan, Mike Marino, Bindy Pendleton, Kip Penney, Paul Sheridan, Zafra Whitcomb.

Staff: Pepper Bush, Erica Buswell, Goldy Goldstein.

ABSENT: Karen Aveni, Lorna Crichton, Kate Harris, Wayne Kraeger, Jerry Savitz, Peri Tobin.

FACILITATOR: Bindy. Scribe: Paul. Timekeeper: Zafra. Vibewatcher: Susan.

ANNOUNCEMENTS: Today being Mike Marino's birthday, we wished him greetings of the day. Bindy's daughter is in Cuba, at University of Havana.

MINUTES: of January 24, 2008 were approved (8-Yes, 2-Abstain, 0-No), with these changes: paragraph on gym discounts moved to Announcements; add to Homework: "Goldy will secure rental of Boathouse for Annual Meeting." Changes were made for web posting, removing financial figures.

GM TEAM REPORT: written report received. The tally of Co-op members was noted at 2251, setting the quorum needed for upcoming elections at 250, or 10%. Ongoing is the attempt to reconcile # of new joins vs. # of dropped members, who may or may not rejoin. Re: energy audit, question as to what savings would occur if we were to replace front windows. No dollar amount was stated in audit, except in terms of customer/staff comfort, winter and summer. Suggestions made that we have articles in newspapers on the Local Eating issue and on our positive energy audit. Patronage dividends being mailed—reminder that members can choose to return some or all of their dividend to either the Equity Assistance Fund to motivate low-income people to join with assistance towards their equity payment and/or to the Capital Improvements fund. To be added to next year's letter is a statement of the amount the member spent at the Co-op in the preceding year. We noted that adjustments in staff discounts is not an area of board concern, as this is part of their benefits package. Co-op receives its electricity from Central Maine Power as the supplier; GMT had previously spoken with Peregrine Technology, a source of greener power, and we are waiting for that source to lower their prices as CMP has, so we can again compare the costs.

MEMBER COMMENTS: Several members have suggested to several board members the possibility of wireless internet access in the Café. There are security (IT) issues, as well as issues of people "camping out"—setting up office in Café, therefore making it a business issue for the Café as well. To be added to future agenda.

FINANCE COMMITTEE REPORT: re: unclaimed Patronage Dividend vouchers — accountant Mike Nickerson was consulted, but asks our indulgence until after April 15, for a definitive answer. There is currently \$72,000 in unclaimed vouchers outstanding, that need to be removed from the balance sheet, so we may start the year with \$0 in that category. Zafra introduced a new format for the financial reports. We were asked how often we want to see a detailed report; the answer was quarterly, thus the next detailed report will be after April. We will receive abridged versions monthly. Wages as a percentage of sales has been going up, yielding a lower profit margin. Noted was that theoretically, a better paid staff should yield a more professional staff, reducing turnover, and hopefully yield more sales and profits, in time. The 22% ratio is still acceptable in our type of business. Also noted were increases in costs. Many general issues related to oil: fuel, plastics, delivery surcharges, etc. Plowing costs are also up, because of this winter. Requested for a future meeting was a comparison of our financial statement to our budgeted amounts.

MEMBERSHIP COMMITTEE: Proposal was put forth on the Working Member Program. Discussion on value of a member's work, integral to our mission (it being in our name, co-operative), the "buy-in" effect for members, and appreciation for what the staff accomplishes. Additionally, it is a way for

low-income members to afford Co-op food. Discussion on need for coverage by Worker's Compensation Insurance. Importance to cover ourselves legally was stressed. Regular re-evaluation of the program will be needed, and a yearly review of the discounts, and costs to co-op. The proposal included the statement of the program's goals: allow members a participatory outlet; a program that is easy and inexpensive to administer without additional staff; and to give fair and equitable compensation to working members, but that would also encourage eventual donation of time. If program were to expand beyond the scope of the proposal, it will need administration by paid staff, approx. 8-10 hrs/wk, at starting salary of \$9/hr. Accepted were two categories:

Continuing Project Workers: regularity of duties, at equivalent of 1 hr./wk., receiving 5% discount and/or gift certificate. Use of own vehicle reimbursed at standard IRS rate.

Special Project Workers: occasional work, thanked by coupon for coffee or lunch.

The board voted (10-Yes, 0-No, 0-Abstain) to accept the proposal (without amendments at this time re: any future positions without compensation; Worker's Compensation coverage for bottle redemption, recycling drop-off, and newsletter editing work; and all working members becoming uncompensated by attrition). The amendments, and a report on the New Members Orientation. Were tabled

DELI COMMITTEE: New display cases were ordered, ready to be shipped. Installation is being planned. Wayne will be recycling old cases, for cash. Deli counter is planned to "bump out," yielding more space behind counter for staff, and more counter space. Board voted to approve the \$75,000 loan for the cases from Camden National Bank, 10-Yes, 0-No, 0-Abstain.

ENVIRONMENTAL COMMITTEE: Scott reported that specifications and plans are now going out for bid for the new Customer Service/Express Register/Children's Area. Approximate costs were discussed. Concern was expressed that the plans were not seen by the board before this meeting, as the loan is designed to cover both deli cases and these new areas.

BOARD DEVELOPMENT COMMITTEE: Paul reported that committee met, with good attendance, it will meet monthly, and several avenues are being investigated: sending (several?) board members to conferences; having a speaker/leader attend a retreat; research on what the staff expect of their staff reps; and a review of our orientation handbook.

BYLAWS COMMITTEE: follow-up from last meeting, where questions arose as to whether the presence of staff reps was appropriate during executive session on GMT evaluations. Past practice was that all staff left during these sessions, whether staff reps, staff who also happened to be board members, and the managers. Outlined were questions on the situation: 1. Should we have a board member who is identified as a staff rep, elected only by staff? Is not a board member a board member, is a board member? 2. Should we have elected at-large members, not necessarily representing staff, but on the board as staff? 3. Or should we have non-management staff as "guests" at board meetings? 4. Are we a policy board, or an operational board? Precedent may not be the best method for deciding these questions. If a supervised staff member being at an executive session dealing with management evaluations is seen as a conflict of interest, need we not clarify our conflict of interest policies, insofar as we have on the board: members who are vendors to the coop; members who have a domestic relationship with managers; members who are staff but are not on board as staff reps? A useful rule-of-thumb from the CGIN listserv: "if on-the-clock, then staff rep is bossed by the GM; if on the board, then staff rep is a boss of the GM." A previous bylaw change defined/limited the staff reps on the board. A goal here is transparency. An additional concern is government privacy laws on personnel actions. The Bylaws Committee will arrange after this meeting to meet and make recommendation(s) to the board.

ELECTIONS COMMITTEE: Debbi reminded board about the Annual Meeting, Sunday, March 16

(with March 30 as snow date) from 3-5:30 PM at the Belfast Boathouse, with a potluck afterwards. Nominations period has closed, but no nominations were received, beyond the four incumbents running for re-election. No “campaign blurbs” have been received from the incumbents—ballots are awaiting this information. Possibly insufficient visibility for the nominations process; next year we should run an article in the Jan/Feb newsletter soliciting/advising of nominations: “Please consider running for the board.” For now, we will extend the nomination period to the Friday before the Annual Meeting, with voting starting at the meeting. We may have to extend the voting period (usually 3 weeks) to meet the quorum of 10%. Committee will meet to divide up the work of contacting members who ran unsuccessfully last year to encourage them to consider running again, and to increase awareness of the nomination extension. Annual Meeting speaker will be Logan Perkins: “What does it mean to shop local?” Goldy requested a board contact person for press release. Committees will report verbally; a volunteer sheet was passed for setup and cleanup. Agenda will go on website and bulletin board, and be announced in calendar sections of local papers.

HOMEWORK: Worker-Members Program amendments tabled; Board requested to review the proposal and amendments in preparation. New Member Orientations, tabled. Bylaws Committee will meet sometime after the Annual Meeting to consider staff reps questions. All board member asked to think about and encourage possible candidates for the board. Elections Committee to work on the process needed for the next two weeks. Unclaimed Patronage Dividends to be considered by board after “April 16th” reply from Mike Nickerson.

FACILITATOR: for next month, Richard Brown.

NEXT MEETING: Thurs., Mar. 27th at 6:30 pm at Waterfall Arts. Board then adjourned into Executive Session.