

BELFAST COOP BOARD MEETING – June 25, 2009

PRESENT: Russ Barber, Jeanne Gail, Wayne Kraeger, Bindy Pendleton, Kip Penney, Phil Prince, Jerry Savitz, Paul Sheridan, Jerome Weiner, Zafra Whitcomb. Absent: Allen Ginsberg, Debbi Lasky, Peri Tobin. Staff: Erica Buswell, Goldy Goldstein. Members: 22 other staff and members.

FACILITATOR: Bindy. Scribe: Jeanne and Paul. Timekeeper: Russ Vibes:--

Executive Session began before board meeting, personnel discussion, exclusive of all staff members.

The board then heard input from individual members in private, followed by those in a group setting, on the subject of Ronald "Goldy" Goldstein's employment.

The board then went into Executive Session to receive and discuss General Management recommendations from the M.O.C.

The board then reconvened in public session.

Because of a question of a conflict with the bylaws, proposed was "to immediately suspend the recent extension of the 5% discount to outgoing board members, and add this item to August 6th agenda." Passed: 5 Yes, 2 No, 1 Abs.

Board voted to postpone remainder of this meeting to August 6, at 6:30 PM, with proper notification, 8 Yes, 0 No, 0 Abs.

BELFAST COOP BOARD MEETING – August 6, 2009 being a continuation of the July 23, 2009 meeting:

PRESENT: Russ Barber, Jeanne Gail, Allen Ginsberg, Wayne Kraeger, Debbi Lasky, Bindy Pendleton, Kip Penney, Phil Prince, Jerry Savitz, Paul Sheridan, Peri Tobin, Jerome Weiner, Zafra Whitcomb. Absent: (none) Staff: Erica Buswell, Goldy Goldstein. Members: Jennifer Hall, her fiancé Bill, Carolyn Pressley, Cheryl White.

The board first met in Executive Session, exclusive of all staff members.

FACILITATOR: Kip. Scribe: Paul. Timekeeper: Jerome Vibewatcher: Jerry.

ANNOUNCEMENTS: member Brad Williams' house burned down; there will be a work party this Saturday. Needed are people's time and construction materials. Customer Appreciation Day is 8/15; a sign-up sheet for volunteering for various jobs was passed around.

MINUTES: of June 25, 2009 were accepted as written, 10 Yes, 0 No, 2 Abs. Minutes were also approved for web posting with no further changes, 12 Yes, 0 No, 0 Abs.

MEMBER COMMENTS: the Management Oversight Committee (MOC) had received letters sent to the board concerning personnel decisions, and these were read and discussed in the Executive Session. Also reported was that some members felt 25¢ was too much to charge for paper bags; however, the majority of members in the survey supported discontinuation of providing any bags. Members also reported that they appreciated learning from Caldwell Farms that the date on their products is the bottled date, and not the pull date.

MANAGEMENT OVERSIGHT COMMITTEE (MOC): proposed: to hire Mylisa Vowles, Chris Grigsby and Joe Jordan as General Management Team (GMT), approved 8 Yes, 0 No, 4 Abs. Also

proposed: to create the position of “Special Projects Coordinator/Buyer,” as outlined in the draft job description, the position to be filled by Ronald “Goldy” Goldstein. Passed: 10 Yes, 0 No, 3 Abs. Discussed was the information flow to and from the MOC during this hiring process. Staff believed they would have input on the GMT decision, beyond the initial meeting with selected senior staff. Board members also believed they would be included in the process, with opportunities to meet the candidates. Suggested was a written outline/timeline for the process, to be used as a checklist to avoid errors. Formed was a committee consisting of 2 members from the MOC, with Zafra, and Paul, to review the hiring process, and recommend policy guidelines.

GENERAL MANAGEMENT TEAM (GMT) REPORT: written report was received. Questions/comments: -what will be the current management structure? Five managers during transition, to end no later than 9/30/09: Erica, Goldy, Mylisa, Joe, and Chris. The new managers will state when they are ready to take over the helm. - a “Pass the Torch” event to honor the outgoing Team and welcome the new Team is tentatively scheduled for 7 PM, Wed. August 12 in the Co-op Café, open to all staff, board, and members. Possibility of scheduling an additional event in afternoon was discussed. - how is the Co-op involved in the Day of Climate Action? Fran Clemetson is representing Co-op on a City-wide planning committee. - August 17 evening street party on High Street: we will have coupons to hand out, usable that night only to attract business, store will be open to 10 PM, one driveway of our parking lot to be closed for fair. -thank you for all the work to bring the Customer Service area to completion. -how will we announce the new GMT configuration? Paul tonight will e-mail the text of the proposals as passed, to Erica for posting tomorrow morning.

FINANCIAL REPORT: starting is the budget process, with the new GMT involved. We are looking at small growth (2%?); the general trend is down, with a thin budget for expenditures, minor projects only. We have reduced our long-term debt in the last year, but sales are slow. Expenses are up on the health care program. We may look at closing the store earlier and opening later in the winter. Sales year-to-date are down 1%, but we are up 7% in wages. All choices are on the table. We are considering whether we can give a 2% patronage dividend next year, or maybe something lower, as it is a poor idea to give back profits if we are not in the black. This July looks similar to last July. Reflecting the general economy, bulk sales are up, while grocery sales are down. The financial statements now include “total compensation to sales ratio” as well as the wages to sales ratio. The ratio is coming closer to our target, dependent on gross sales. At the next board meeting we will have the first reading of the budget. Attempt will be to show if we “achieve our budget goals.” Comment: that we do have ability to try to use less oil and electricity.

SUSPENSION OF DISCOUNT TO PAST BOARD MEMBERS: continuing from the 7/23/09 meeting, wherein the board voted “to immediately suspend the recent extension of the 5% discount to outgoing board members...” The bylaws state that changes in compensation to the board must be approved by the membership, however the people that would receive their 5% discount extension to Sept. 30 are not current directors, and are not voting on their own compensation. Using a percentage discount is inherently unfair, as it is based on a board member’s ability/choice to purchase at the Co-op. Will this set a precedent for future board members, who might expect the same? There is no severance package for staff, should there be one for board? Also opposing the idea was the fact that it would reward a board member that was especially negligent in their duties as well as those who did outstanding service for the board and the co-op. Should we not be basing any reward/compensation on a “pay-for-performance” model, as we do with our staff, and not upon simple incumbency? Proposed was a permanent suspension of the 5% discount extension to outgoing board members, voted down: 5 Yes, 6 No, 2 Abs. The Board Development Committee was charged with a review of possible compensation policies, and recommendations for the future. Following, was a re- vote of the original proposal from May 2009, to give an extension of the 5% discount until Sept. 30 to the outgoing board members and revisit total board compensation in the future; voted down: 4 Yes, 5 No, 4 Abs.

COMMITTEE ASSIGNMENTS: no one chose to be on the Membership and Community Interaction

Committee, thus this committee is in need of members, please contact Peri, ASAP. Also, committee conveners need to identify themselves to Peri, for inclusion on the list.

HOMEWORK: please sign-up for Customer Appreciation Day; the five long- term planning brainstorming store-wide goals will be resent to us by Erica; MOC will work on scheduling "Pass the Torch;" The GMT decision will be communicated to staff tomorrow morning.

NEXT MEETING: Thursday, Aug. 27, 2009, 6:30 PM at Waterfall Arts, with Allen facilitating.