

BELFAST CO-OP BOARD MEETING - December 15, 2011 FINAL, approved, for web also

PRESENT: Russ Barber, Jeanne Gail, Wayne Kraeger, Debbi Lasky, Paul Nyren, Bindy Pendleton, Kip Penny, Phil Prince, Paul Sheridan, Zafra Whitcomb. ABSENT: Jerry Savitz. GMT: Joe Jordan, Chris Grigsby. MEMBER: Chris Groden.

FACILITATOR: Kip TIMEKEEPER: Bindy VIBE: Paul N. SCRIBE: Jeanne

MINUTES: Accepted, 9 Yes and 0 No, with change in 3rd sentence in Finance Comm. Report

MEMBER COMMENTS: Chris Groden is here to redress his displeasure with the letter he received from the GMs who decided to continue tobacco sales, and the methods used to poll the members. He reiterated his complaint that sale of tobacco contradicts the Co-op's mission, and his opinion that tobacco is a "special case"--an item not comparable to any other product in the store because of its lethality. Although he could go to the Purchasing Policy Committee again, we suggested that he could petition the membership to put the issue up for a vote on the upcoming ballot.

GENERAL MANAGEMENT TEAM: Written report received. It notes the planned installation of the new deli exhaust hood and fire system. Sales, especially local products increased, although Thanksgiving expectations were hit by the untimely snow storm. First, we edited their draft article for the newsletter explaining the lack of a patronage dividend this year. Suggestions included a clear definition of 'patronage dividend,' and clarification of financial terms such as 'capitalized.' Next, a final discussion on applying for membership in NCGA. Although precise dollar figures of costs vs. savings cannot be specified, we do know the yearly dues--which would only be due upon application, acceptance, and signing on; the approximate savings from discounts--as described in study materials given to Board members last summer; and a list of other savings such as credit card fees, marketing materials, and staff and board education. Some general advantages include communication and data sharing with other co-ops, flyers and member-advantage-programs. For now the NCGA application process only requires that we show in our minutes that a BOD member is delegated to act on the part of the Co-op and be responsible for fees. The motion to continue with the application process, to wit, 'Resolved: to support the Belfast Co-op's participation in NCGA, and authorizing our general manager or their designated representative, to act on the Co-op's behalf in decision making.' Passed: 9 +, 0 -, and 1 abstain. Finally, a list of 'Third Thursday' charity recipients was proposed, as noted in the report. These were queried by a director at the end of the meeting. The groups apply or their names are submitted for consideration to the GMs. They receive about \$175. In addition, the Co-op donates small amounts in cash to many community services, as well as gifts in kind to the Food Pantry, Soup Kitchen, Game Loft, Thanksgiving baskets, etc.

FINANCE COMMITTEE: Written report and table of key financial indicators received. For the first 2 months of this fiscal year the store achieved improved total revenue and gross profit, despite increased cost of goods sold, over the same 2-month period of last year, reflecting better than budgeted estimates, and also slightly lower labor costs than in the prior year's period. There was a question about the high figure for discounts, in particular staff and senior discounts. Staff discounts tend to balloon on quarterly member discount days, since they purchase so much. Senior discounts, which are offered to all, even non-members, will be put into the new "parking lot," i.e., deferred for discussion later.

BOARD DEVELOPMENT COMMITTEE: Written report received. The information from the self-evaluation tool was prioritized into: refer to committees, place on agenda, Board Education Moment," low priority, etc. Those items already disposed of are: state statutes--copies to Board file; officer and committee job descriptions--pending; Board calendar and its management--ideas and action being requested; and others (see report). The "Parking Lot" is a concept for how to manage the odd ideas that come up in meetings. These might be fleshed out during meeting review and handled by scribes doing agendas. Lastly, an addendum to the BOD Code of Conduct on

confidentiality was inserted in the handbook.

**ELECTIONS AND NOMINATIONS COMMITTEE:** Written report received. Date windows for nominations and election, and details of all possible means of publicizing the election are set and delegated to key members and staff. There is an emphasis this year on the newer social media, to energize younger member involvement in nomination and election of BOD members.

**AD HOC ANNUAL MEETING PLANNING COMMITTEE:** No formal meeting or report, but several details have been firmed up: the site will be the Catholic Church hall. Jane Haskell is available to facilitate for the date set: Sunday, March 25, snow date April 1.

**MEMBERSHIP COMMITTEE:** Written report received. New wording for committee mission to replace outdated text on website. Several suggestions for involving members were offered, see report.

**MANAGEMENT OVERSIGHT COMMITTEE:** No meeting, no report.

**LONG RANGE PLANNING:** Written report received. Topics aired: retreat plans, set aside 30 minutes of Annual Meeting for "growth" discussion, ideas to communicate or even form relationship with other regional co-ops, including "field trip" to meet with Rising Tide, perhaps in April.

**MEETING REVIEW:** Two directors thought we did not have enough detailed planning of discussion topics for the retreat. One felt that more discussion of recipients of "Third Thursday" donations was needed. A discussion ensued, which this scribe added after the fact to the GMT section on that topic, see above.

**HOMEWORK:**

- Purchasing Policy/petition ballot for tobacco sales
- Patronage policy draft for newsletter
- State statutes on Co-ops to board file and computer link
- Committee mission statements/charters
- Addition on confidentiality to by-laws to Handbook
- Work on details of board calendar/time line
- Details on how to manage "Parking Lot"

**NEXT MONTH'S AGENDA:** Mike Nickerson's report

**NEXT MONTH'S FACILITATOR:** Jerry or Zafra