

BELFAST BOARD OF DIRECTORS MEETING
August 23, 2012 (Draft)

PRESENT: Mark Dittrick, Jeanne Gail, Betsy Garrold, Chris Groden, Wayne Kraeger, Debbi Lasky, Paul Nyren, Bindy Pendleton, Kip Penny, Phil Prince, Janis Stone, Tony Swebilus, Zafra Whitcomb

GMS: Chris Grigsby, Joe Jordan Mylisa Vowles

ABSENT: Meg Peterson, Jerry Savitz

FACILITATOR: Betsy TIMEKEEPER: Debbi VIBE-WATCHER: Bindy

ANNOUNCEMENTS: Fedco final bulb order date is Friday, August 31.
See Zafra about an auction on Sept 27 of kitchen and computer equipment at reduced cost.

MINUTES: There was a long animated discussion of the section for member comments about the aggrieved Co-op member who stated that he would quit, but the Director reporting this deferred to provide details: specifically how this kind of situation should be handled. We will await communication in writing from that member.

Minutes accepted as amended. 13 voted in favor, 0 opposed, 0 abstained

MEMBER COMMENTS:

GENERAL MANAGEMENT TEAM: Written report received. Rosy reports of sales, especially local food sales, over \$1 million for the year so far, and our newly tracked category, locally produced items. Staff were highly touted for handling hoards of summer customers. The Customer Appreciation Day merited excellent reviews for genuine teamwork by staff, Board and community volunteers. 1681 customers were counted at the registers, and overall attendance was estimated at 2000 to 2500. Sales were 14% higher than last year, but more important, staff labor and overtime hours were fewer, thanks to everyone's help.

FINANCE COMMITTEE: Written and charted reports received. The numbers surpassed budget in all categories and all departments, and cost of goods and expenses were relatively lower. For July sales were up 14.8%, customer count up 8%, and average sale up 5% over last July. The results improved the Co-op's cash liquidity, or current ratio of assets to liabilities. These gains were attributed to all the efforts invested in systems, people, building, and equipment over the last 2 years. The committee summarized the Co-op's discount structure, as an introduction to a discussion of possibly instituting a low-income discount. They recommended that we give a discount of 5% to eligible participants. They suggested that those receiving EBT/SNAP, WIC, LIHEAP and [sic, or?] MaineCare, and those in financial need, on a case-by-case basis, be eligible. These recipients would be asked to become Co-op member/owners aided by the Equity Assistance Program, and to repay the fund gradually with their Patronage Dividend. This discount can be managed at the check-out through our Catapult software. The committee figured that based on the EBT sales for the last year, with only a 16% increase in sales to discount recipients, the program would pay for itself. It was moved, seconded, and voted that the Finance Committee continue fleshing out the details of a low income discount program. For example, we could start with those on Equity Assistance, or with those on government assistance program(s). Future changes to the Senior Discount program, and the possibility of our introducing a WIC program in the store were deferred until later on.

BOARD DEVELOPMENT COMMITTEE: Written report received. Changes to the Board Calendar and Purchasing Policy will be added to the Board Handbook as they are completed. The committee will re-visit the Code of Conduct form after they receive written comments from the Director who has objections to a clause therein. The committee proposed that the Board sponsor "Conversations with

Members” in the form of “Breakfast with the Board” and “Tea” (or) “Evening Chats,” each, twice a year, for a total of 4 gatherings. A Board committee would be selected to be hosts: the Membership committee first. Janis and Chris Groden suggested that we budget \$20 to 25 per monthly meeting for snacks, to be purchased at the Co-op. Directors urged that home-made or home-grown refreshments not be excluded. It was moved, seconded, and voted that this item be added to the budget, 9 in favor, 2 opposed, 2 abstained. Note that the proposal did not include details about who would plan, shop for, set up, or clean up the refreshments.

Post-script: suggestion that a loaded “gift card” be provided for the person shopping for refreshments. /(Sec. note: cost for refreshments should be paid for at register out of Board of Directors account.)/

MEMBERSHIP COMMITTEE: Written report received. The committee worked out the details for operating the membership table at the CAD. They announced that the Co-op will be involved in the SAIL senior independent living organization by co-ordinating clients’ shopping at the Co-op with the help of volunteers. Details will appear in the next newsletter.

BUILDING AND GROUNDS COMMITTEE: Verbal report of a meeting Aug 22. The committee met with John Spadola of The Maine Group architects. He urged us to firm up our goals and how many square feet we need. We are stressed by space constraints now, and growing. We need to prioritize our needs. Now interest rates are low and contractors will work for lower rates. We need to evaluate the costs of various alternatives.

LONG RANGE PLANNING COMMITTEE. Written report received. The committee is continuing to research the mechanics of starting a Non-Profit-Organization or 501(c)3, using local organizations and those associated with other Co-ops as models. The cost of setting up such a corporation ranges from a few hundred, if all the legal and paperwork were done gratis, to around \$5000 if we were to pay a lawyer. The committee justifies the cost of start-up and operation by the savings to the Co-op on costs currently paid for education and outreach, as well as the ability to solicit donations, gifts and grants. Some directors said they thought the cost was too high unless the goals of such an entity were much more clear. It was moved, seconded, and voted that the LRP committee continue researching a NPO over the coming months, 13 in favor, 0 opposed, 0 abstained. The committee in its report, and a director verbally, urged us to look into having a lawyer on retainer. It would be desirable to recruit a lawyer to the board, perhaps at discount or pro-bono, who would work for us when needed. It was moved, seconded, and voted that we find a lawyer for the Co-op, on retainer, at discount, or on the Board pro-bono: 9 in favor 1 opposed, 2 abstained.

MANAGEMENT OVERSIGHT COMMITTEE: Did not meet. Evaluation forms for the management team members were distributed, to be returned to Bindy in envelopes in the Board mailbox by Sept 7.

WASTE REDUCTION COMMITTEE: Did not meet.

PURCHASING POLICY COMMITTEE: Verbal report of meeting Sept 7. A director and member of the committee presented the view based on his extensive reading and on a technical paper that reported on analysis of organic [chemical sense of the term] contaminants, such as PBDs [poly-brominated diphenyl esters] in farmed salmon of the Cooke Aquaculture company, that we should not sell our “Eco-Trust” farm-raised salmon as a healthy product. A lively discussion of the validity of one scientific report, and the safety and sustainability of wild-caught seafood, and authentication of various products generally ensued. It was observed that our purchasing policy, dating to 2007, needs review and updating to cover these issues, as well as GMO products.

MEETING REVIEW: This meeting was marked by getting off track, into detailed committee work, cross-talking, and inattention to the agenda by some directors.

HOMEWORK:

- complete GMT evaluations

- “snacker” need input as to procedure
- Finance Committee will continue to work on low income discount
- LRP Committee will continue to research NPO process
- Purchasing Policy work ongoing
- Board Development collect customer comments to plan letters to the editor

Next meeting: September 27

FACILITATOR: Kip SNACKER: Janis