

BELFAST BOARD OF DIRECTORS MEETING MINUTES

December 20, 2012

PRESENT: Jeanne Gail, Betsy Garrod, Chris Groden, Wayne Kraeger, Paul Nyren, Bindy Pendleton, Meg Peterson, Phil Prince, Jerry Savitz, Janis Stone, Tony Swebillius

GMs: Joe Jordan, Mylisa Vowles

ABSENT: Debbi Laski, Kip Penney, Chris Grigsby, Zafra Whitcomb

FACILITATOR: Bindy TIME-KEEPER: _____, VIBE-WATCHER: _____

SNACKER: Chris Groden BOXER: Phil

ANNOUNCEMENTS: For any director wishing to stay overnight Friday or Saturday around our Board Retreat, Russ Barber will give a discounted rate of \$80 including continental breakfast.

All committees: please Star (*) items needing Board action when you send in your written report.

MINUTES REVIEW: By consensus, accepted as amended.

GENERAL MANAGEMENT TEAM: Written report received. Sales continue to outdo predicted numbers, especially locally grown and produced items. Notable was the highest daily sale volume of >\$40,000 on the Tuesday before Thanksgiving. The GMs had an initial meeting with Coastal Farms and Foods opening discussions on how our two organizations can work together. One suggestion was Co-op brand frozen foods, prepared in the CFF kitchen.

Coming up in February: Mike Nickerson will report to us at the next BOD meeting; the Co-op will host the monthly meeting of the Chamber of Commerce "Business After Hours," on February 27th from 5 to 7 pm.; and the Co-op staff will be the featured artists in the cafe in February.

FINANCE COMMITTEE: Written report received from the ad hoc sub-committee of Building and Grounds/expansion/acquisition. No regular meeting of the Finance Committee occurred. Chart reports from Finance Committee were received.

John Spadola proposed 3 footprint alternatives that he will draw up for presentation in discussions re: potential expansion on abutting property.

In this meeting, a wide-ranging discussion ensued on these ideas as well as substrate, foundation, basement and other contingencies.

We also reviewed the background on Patronage Dividend, normally paid out in May. If the Co-op has a profit the prior year, it is required to distribute as dividends 20% of those eligible profits attributed to member purchases while retaining 80%. Member purchases account for about 60% of our sales, so 20% is approximately \$16,000 eligible for the Patronage Dividend distribution.

It was moved and seconded that we pay out as Patronage Dividends 100% of eligible profits from members' sales this year. In the letter to members we will ask those who are able and comfortable to give back their Patronage Dividend for the Co-op to use for capital investment. In favor: 10. Against: 1. Abstained: 0

The motion passed.

(Secretary's note: this vote was later questioned and it was determined the board revisit the discussion during the January 2013 meeting. See minutes for January 24, 2013.)

BOARD DEVELOPMENT COMMITTEE: Written reports were received from the 2 active ad hoc subcommittees, Retreat Planning and Elections and Nominations. Since Wayne Kraeger's resignation letter was received in the interim, the current number of open seats on the Board is now 7. We have made a change in the nomination and election dates: nominations will be open from January 7th through February 4th, and voting will commence Monday February 11th. This allows a week in between for bios, photos, and ballot preparation.

MEMBERSHIP COMMITTEE: Written report received of the committee meeting held 12/4/12. On the agenda was Annual Meeting planning, and topics discussed, but not acted on were date of the AM, location, possible speaker, facilitator, food to serve, open mike, dancing, AM agenda. The Membership Committee ended its meeting discussing how to publicize the Board of Directors election and nominations.

AD HOC ANNUAL MEETING PLANNING COMMITTEE: Written report received. The committee chose the date March 17th, and assigned action on locations, child care, facilitator, panel topic, a Board director to lead the panel, and panelists, a suggested film,

BUILDING AND GROUNDS COMMITTEE: Written report received. See Finance Committee for a combined meeting. B&G discussed Janis' visit to the new \$4 million Brattleboro Co-op that includes 2 upper floors of housing owned by another Co-op entity; upcoming NCGA audit, and short term renovations such as the side and front doors

LONG RANGE PLANNING COMMITTEE: Written report received. Ongoing work on NPO mission statement.

MEETING REVIEW:

HOMEWORK:

Assigned directors to contact potential candidates for nomination. Committees to submit their annual reports by first week of February. Joe will contact Mike Nickerson to confirm his appearance next month.

Misc work by Elections and Nominations Committee

All to read article on Role of the Board before Retreat

PARKING LOT:

NEXT MEETING: January 24th, 2013

FACILITATOR: Kip Penney **BOXER:** Phil **SNACKER:** Jerry

End of minutes.

Submitted by Jeanne Gail; posted by Phil Prince, Secretary