

BELFAST BOARD OF DIRECTORS MEETING MINUTES, January 24, 2013

PRESENT: Jeanne Gail, Betsy Garrold, Chris Groden, Paul Nyren, Bindy Pendleton, Meg Peterson, Phil Prince, Jerry Savitz, Janis Stone, Tony Swebilus, Zafra Whitcomb

GMs: Joe Jordan, Chris Grigsby, Mylisa Vowles

ABSENT: Debbi Lasky, Kip Penney

MEMBERS: Jean Lenderking, Peri Tobin

GUEST PRESENTER: Mike Nickerson, CPA

**ANNOUNCEMENTS:**

Reports from committees for the Annual Report are due Friday February 1st.  
Explanation of the Consent Agenda, which we will start using at tonight's meeting.  
Directors, please be prepared to discuss the Low Income Program, for next meeting.

**MEMBER COMMENTS:** Two positive comments: great appearance of the shelves and the store generally, and "happy atmosphere and attitude" among staff and in the store. On the other hand, a few customers were upset that they couldn't use their own shopping bags while selecting items to purchase.

**MIKE NICKERSON'S REPORT:** Charts received. Brief summary of explanatory remarks: The indices based on net sales all improved over last year. Note that labor costs indicated increased staff productivity. Most of the ratios also improved. Mike advised us to evaluate our figures against our own performance, since a small Co-op in Waldo County doesn't fit the paradigm of the typical middle-sized Co-ops that are our peers. For example, our margin on local produce is lower than those of comparable stores, but we chose to give local vendors a boost. The presentation ended with an explanation and discussion of the Patronage Dividend, a segue into the Finance Committee's planned action item.

**FINANCE COMMITTEE:** Revisiting the Patronage Dividend. Discussion: opinions ranged from desire to distribute the maximum allowable amount back to members given the displeasure of some for not receiving a dividend last year, to giving the minimum, 20% considering the upcoming capital needs of the Co-op.

Action: it was moved and seconded that the Co-op allocate 100% of eligible profits to patronage dividends to members and that 30% be distributed to members, or 20% if the loss carryover from last year is not applicable, in the form of store credit, according to rules outlined by the Internal Revenue Service Chapter T and state laws. Any distribution that would be less than \$2.00 shall not be distributed and the related profits shall not be allocated. 9 in favor, 4 opposed, 0 abstained. The motion passed.

**ELECTION AND NOMINATION COMMITTEE:** The next meeting will be held next week with Paul Sheridan present as a consultant.

**MEETING REVIEW:** Progress on time management with the new Consent Agenda process. Kudos for mastery of the Patronage Dividend rules and calculations.

**HOMEWORK:**

- Membership committee to present proposals on "tabling" by BOD members, next committee-sponsored quarterly "gathering," and publicity for pre-BOD meeting social.
- All BOD members prepare to act on Finance Committee's action item, Low-Income Program
- Election and Nominations committee to set a date

- Whole BOD be prepared to discuss modified consensus decision-making
- Membership committee to lead a discussion on member survey on expansion
- Finance Committee to present data to answer the question whether the loss carry-over will affect the Patronage Dividend

NEXT MEETING: February 28th. Facilitator: Kip. Snacker: Janis. Boxer: Phil