

Belfast Co-op Board of Directors Meeting Minutes, May 22, 2014

PRESENT: Nixie Bombardier, Ron Braybrook, Chris Groden, Doug Johnson, Alessandra Martinelli, Bindy Pendleton, Kip Penney, Phil Prince, Jerry Savitz, Janis Stone, Zafra Whitcomb

GMs: Chris Grigsby, Mylisa Vowles

ABSENT: Cindy Canavan, Debbi Lasky, Jean Lenderking, Meg Peterson, Joe Jordan

MEMBERS: Gail Clark, Isaac and Glen

FACILITATOR: Zafra TIME-KEEPER: Janis VIBE-WATCHER: Jerry

ANNOUNCEMENTS:

- 1) We received a call from Market Street Co-op in Fort Kent asking for assistance with their start-up
- 2) Upcoming Waldo County Open Space Festival begins Friday, June 13, with a farm dinner at Village Farm in Freedom
- 3) Saturday, June 14, MOFGA will have a Farm and Homestead Day with a wide variety of free classes and demonstrations
- 4) Sunday, June 15 the Waldo County Open Space Festival will conclude with a street party and open house at Garden Variety shop in Thorndike
- 5) Board Code of Conduct forms are due tonight; give them to Bindy
- 6) Zafra and Kate Harris will be attending the Consumer Cooperative Management Association (CCMA) annual conference in Madison, WI in June

CONSENT AGENDA: Accepted by consensus, after minor redaction.

MEMBER COMMENTS:

- 1) Isaac and Glen who have written a letter to the Board expressing their objections to the Co-op selling cigarettes, are here to explain their views. They told us that it began with a school Service Learning Project. Basically, since the mission of the Co-op is to provide healthy food and products, it is against our mission to sell tobacco products.
- 2) A member asked if the food we serve is all from Sysco? Answer, none of it is.
- 3) Question from a Director, as a member: is there anything we can do for Coastal Farms and Foods?
- 4) Another Director asked about the status of MOOMilk, which is about to close because their packaging plant is aged and inadequate. Answer: Farm Bureau will give them some emergency aid, and Stoneyfield dairy will take their milk in bulk for 90 days.

BOARD ELECTION OF OFFICERS: Discussion on how the office of president can evolve to gradually train a new president, and partition the tasks to reduce the workload of the current president, Bindy. Suggestions for succession of president's role: a president-elect who "job shadows" the sitting president; a vice-president who is able to step into the president's job if needed, preferably someone with 3 years' experience on the Board; two "co-vice-presidents," rather than elect a new officer, which would entail changing the by-laws; or just have a volunteer "president-in-training." Regardless of how we manage the transition, there needs to be a division of labor for Bindy's workload.

Perhaps the committees can take on more responsibility.

Bindy chose to continue as president, as Betsy will volunteer to job-shadow, with her chosen informal title, "Chief of Staff." Accepted by consensus with no strong objections.

COMMITTEE LIST REVIEW: Ron is on Bylaws. Janis is not on Elections and Nominations. Jerry wants to be on Purchasing Policy committee rather than Annual Meeting Planning. Paul Nyren is on Finance.

RETREAT REVIEW: There were several comments about the retreat planning, in general: a Director suggested that we time the retreat close to a regular monthly meeting to make the review fresher; another liked the method of small work groups. The GreenStar Co-op took 3 years to adopt policy governance. We should spend a couple more unhurried discussions of policy governance in general, but not take years for this phase.

On policy governance: the purpose of the retreat and the review is to consider the idea of policy governance, rather than to refine the wording of the policies and the templates. On the value of policy governance, one director was initially opposed, but came out of the retreat “open-minded.” Another looked up criticisms: one was risk of becoming too involved with the future and out of touch with daily issues. It was suggested that reading actual GM reports of policy governance, rather than secondary criticisms, might be beneficial. The process is that the Board makes policy, the GMs do the work, then report. The Board decides if they are in compliance; if not, if the problem could be resolved. If resolution is not possible, it might be a job issue for GMs.

The rest of the review centered around implications of policy governance on board committees. Several agreed that policy governance would take away the reason for the existence of several committees. One director believes that Long Range Planning should be done by the whole board, not a committee. Another said our committees need re-aligning regardless. Ultimately, some work belongs with staff or GMs, such as finance or building and grounds; some work is operational, such as purchasing policy; the remaining committee work will belong to the board processes. Note that the draft register contains descriptions of committee roles.

The rest of the discussion on policy governance centered around its derivation from the Co-op's mission. Several directors' comments essentially said that our mission statement needs to be revisited, clarified, and honed down into a brief, perhaps one sentence, memorable, ends statement.

MEMBERSHIP:

Action needed: define whether there will be two separate committees for membership and annual meeting planning, or will the membership committee take on AM planning.

MEETING REVIEW: A director was heartened by the real discussions tonight: it was “the meeting that we have never had and that I have been waiting for.”

HOMEWORK:

- Doug will follow up on the Fort Kent co-op's request for help
- Zafra will be glad to give a financial tutorial for those in need
- Alessandra will talk with Thane Joyal, of CDS Consulting Co-op, about bylaw changes needed for policy governance
- all: look up example ends statements and prepare suggestions, and suggested long range goals
- all: look up example of policy governance process described by Kathleen at the Principle 6 Conference, and in the CLBD Library

NEXT MEETING: June 26; Facilitator: Kip

Agenda: 30 minutes for policy governance

End of minutes. Submitted by Jeanne Gail, scribe