

Belfast Co-op Board of Directors Meeting Minutes. December 18, 2014

DIRECTORS PRESENT: Nick Bombardier, Ron Braybrook, Cindy Canavan, Betsy Garrold, Chris Groden, Doug Johnson, Alessandra Martinelli, Bindy Pendleton, Kip Penney, Phil Prince, Janis Stone, Jerry Savitz

GM s: Chris Grigsby, Joe Jordan, Mylisa Vowles

MEMBERS: Jeanne Gail, scribe

ABSENT: Debbi Lasky, Jean Lenderking, Zafra Whitcomb

FACILITATOR: Phil TIME-KEEPER: Janis VIBE-WATCHER: Bindy

ANNOUNCEMENTS:

- 1) Directors running for the next election: Ron; directors not running: Jean, Janis, Chris
- 2) GM s report that they are proceeding with the market study. The G2G group, who work with CDS, will begin in Feb with CAT customer surveys at check-out. They will survey 800 customers, so may need volunteers.
- 3) There are 3 additions to the meeting packet: an email from Thane; a list of readings for the retreat; and a report from the MOC, which is also online
- 4) Kip announced that his partner, Diana, will open her shop in Thorndike, Garden Variety, from noon until dark on the solstice, Sunday Dec 21.

CONSENT AGENDA: With the correction that the MOC did meet, and their report was sent electronically late today, the consent agenda was accepted by consensus.

MEMBER COMMENTS:

- 1) A member likes everything about the Co-op except that, after he drives 20 miles on Tuesday mornings, he finds that many sale items are either out of stock, or need re-stocking, which he is told will be done by late afternoon. He suggested that more product be ordered, or that shelving of sale items be prioritized.
- 2) A member says they have not received responses to notes written to the comment box.
- 3) A customer asked, "Where is the handicapped bathroom?"
- 4) Appreciation for the week-long quarterly sale.
- 5) Disapproval of the week-long quarterly sale.

GENERAL MANAGEMENT TEAM: Monitoring Report B7: Board Communication
The GMT requests clarification of section B7.7 - "Fail to inform the Board of any significant customer concerns or issues and actions taken by the GM to address them." Specifically, they ask the Board what type of monthly reports they may want to receive, what type of information ranks as "significant," and to whom, and/or how to report to the Board? Some responses that came up in discussion were: prior monthly reports were just fine; anything that has a material impact on the Co-op business, such as legal action or injury to a customer; GM s could use their judgement, inform the executive committee in order of seniority, considering member privacy if needed....Thus, B7.7 needs clarification, which can be done in committee.

Monitoring Report B7: no decision on acceptance of compliance, pending committee work to clarify B7.7

Monitoring Report B8: Board Logistical Support

It was noted that all Board papers are kept in a locked file cabinet in the conference room.

Monitoring Report B8 is accepted as in compliance.

Board Development Committee: Monitoring Report C5: Code of Conduct

There were 2 controversial items: the term "unconflicted," in section 5.2, which some directors believed was not an English word; and the requirement in section 5.5 that directors attend "all" monthly and committee meetings, as well as the annual meeting and community appreciation day. These need clarification.

There was also the suggestion that the choice, "don't know" be included in the self-evaluation tool.

Monitoring Report C5 is accepted, with acknowledgement of non-compliance, upon completion of the above planned clarifications.

Nomination and Elections/By-laws:

The By-law committee has drafted changes to be decided by the January 22 meeting, and ready for the ballot creation period, Feb. 2-15.

Update on nominations and elections: Paul Sheridan has agreed to create the ballots for the election and Phil repeated that he will coordinate the "nuts and bolts" of the process but the person to person aspects will have to be done by others. There are a few proposed candidates: Lindsay Schortz, and Kate Harris. Kellee Gray has declined to seek a seat on the board.

Proposal to shrink the number of Directors on the Board:

Background: our current by-laws permit a size range of 9-17, including 2 staff reps. We are losing 3 current directors who are not going to run again.

Pros for shrinking the Board: it is considered best practice and most efficient to have 9-11 directors. Now with Policy Governance, work done by several "operational committees" will be done by the GMs.

Cons against shrinking the Board: we already struggle to find enough people to work on our committees; our current by-laws already permit us to have as few as 9 directors; with growing membership, we need more diversity.

It was proposed that we announce three directors seats available for the upcoming election. With one person opposed, but not blocking, the proposal was accepted by consensus.

Update on employee health insurance, with rule changes per the Affordable Care Act as interpreted by the IRS:

Late in November the Co-op was informed that stipends paid to employees for purchase of health insurance were no longer allowed. So the Co-op introduced a new group plan with 2 choices, bronze and silver, with Maine Health Care Options. Each employee was helped individually to choose their best option. The notorious "family gap" applies: these plans do not cover family members.

MEETING REVIEW:

Next meeting: January 22, 2015

Facilitator: Phil

AGENDA:

next meeting is "global," so no monitoring reports

Mike Nickerson will present his report
By-laws drafts
finish discussion on how many directors to seat if more than 3 are elected

HOMEWORK:

all: do evaluations on Survey Monkey, due by Tuesday Jan 13 for the BOD
committee meeting

Board Development: Monitoring Reports B73, B77

Retreat January 3, Library Abbott Room

PARKING LOT:

Mission of the Long Term Planning committee

End of minutes.

Submitted by Jeanne Gail, scribe