

Belfast Co-op Board of Directors Meeting

January 26, 2017 6:00pm Waterfall Arts Building, Belfast ME

Directors Present: Ron Braybrook (vice president), Betsy Garrold, Justin Howard, Alessandra Martinelli (president), Bindy Pendleton, Lindsey Schortz (treasurer), Andrew Watkins, Zafra Whitcomb (secretary)

GM: Doug Johnson

Staff: Emily Berry (scribe)

Owners: Carol Gator, Susan Lauchlan

Facilitator: Alessandra

Time-keeper: Justin

Vibe Watcher: Ron

Agenda Review

The BOD agreed to move the *Senior Discount Policy Changes* to GM Reporting and add the topic of *Restorative Justice Process* to Board Administrative Matters. With these adjustments, the BOD approved the agenda by consensus.

Announcements

Belfast Community Radio, WBFY-LP 100.9, is up and on the air. You can listen on your radio within a 10 mile radius of the Waterfall Arts studio and transmitter, or stream online at <http://wbfy.caster.fm/>. Ranked Choice Voting, which was approved on November's ballot, is in trouble. To support Ranked Choice Voting, please call Mike Thibodeau at 207.287.1500 and ask him not to call a "solemn occasion."

Kathy Ozer, the long-time executive director of the National Family Farm Coalition, passed on January 22. Although not a local resident, she did love the Belfast Co-op and supported it whenever she was in the area.

Minutes of Previous Meeting

The minutes of the December 22, 2016 meeting were approved by consensus.

Owner Comments

An owner stated that with the new senior discount policy it no longer makes financial sense for her to share an account number with her partner. In splitting their account, they could each have one 10% off transaction per week.

An owner suggested instituting a delivery service to the shipyard and outlying households during the summer season.

A returning customer commented that the Co-op staff seem more polite than in previous years, and that the deli and produce departments had improved.

Another owner stated that they liked the flexible day for the senior discount, as Tuesday is not always convenient.

An owner commented that Dubliner cheese is often not in the cheese case but is in the back cooler. Since the cheese must be asked for instead of being stocked it is resulting in frustrated customers and a loss of sales.

A long-time owner is concerned about Rani Howe's retirement and the perception that the Co-op is getting rid of older, higher paid staff.

GM Reporting

Senior Discount Policy Changes

The new senior discount policy change was an experiment to see if more owners could be reached and if weekly sales could even out. The Co-op is currently three weeks in and the GM will be looking the next three to four weeks of data before making a concrete decision on revising the policy. So far, a majority of owner feedback has been positive.

Alignment

The alignment discussion centered on Rising Tide's termination of former GM, Michael Walter, and in particular how this affects our GM and his relationship with this BOD. Our GM feels that Rising Tide's BOD went outside their policies to make this change and opted not to work with their GM to address issues. The Belfast Co-op's BOD acknowledged that such behavior from a BOD could be unsettling to a GM however, their actions, which include frank discussions during finance committee meetings, should be taken as evidence that they are willing to address issues as they come and are committed to working with the GM.

GM Update

In 2016, the total Common Cents donations equaled \$27,292.74. The BOD discussed how this sum split into a greater number of organizations (currently twelve per year) could do greater good throughout the community. The BOD requested that the GM present a proposal on how months could be split.

Financially, the Co-op's total net as of the end of December is -2.2%. Quarter 2, although generally negative, does not have to be as negative as it is and management is taking measures to increase sales and control costs.

B – Global Executive Constraint

The BOD accepted by consensus the B – Global Executive Constraint monitoring report as in compliance with supporting data from the 2016 monitoring summary.

Board Administrative Matters

Restorative Justice Process

Doug and Alessandra attended the closing circle of Cynthia Patterson's restorative justice process to accept the repair agreement. Accepting the repair agreement will establish to the DA that Cindy fulfilled the requirements of the agreement and will result in her charge being changed from a felony to a misdemeanor when she is called to court in February.

Treasurer's Update / Finance Committee Report

The finance committee noted that sales have been flat and asked the GM what steps are being taken to stop losses. The GM has been holding department heads accountable for decreasing payroll 5-10% without layoffs, identifying and improving departments with losses in sales, and working on strategies to address increased competition with local and online sales.

Wegner CPA will submit the final review of the Co-op's FY2016 financial statements at the beginning of February.

D – Global Board Management Connection

The BOD accepted by consensus D – Global Board Management as in compliance.

C – Global Governance Commitment

The BOD accepted by consensus C – Global Governance Commitment as in compliance.

C5 – Directors' Code of Conduct

The BOD agreed that they have no issues conducting business in a way that holds to ethical and lawful standards, and continue to work toward achieving higher professional standards .

The BOD accepted by consensus C5 – Directors’ Code of Conduct as in compliance.

Bylaws Committee Report

The BOD reviewed the proposed changes and submitted edits to the bylaws committee. Edits can be submitted to the Bylaws Committee through February 19 and the final draft will be approved for the ballot at the February 23 BOD meeting.

Survey and Ballot Systems Proposal

The BOD agreed that they cannot make a decision to approve or decline the proposal from the online voting platform Survey and Ballot Systems. Alessandra will get more information from Phil on the work of manually counting the ballots to share with the Board, then a decision will be made by consensus via email.

Contract & Evaluation Discussion

The BOD will be looking into what it means to give a GM a request for proposal (RFP) and define the expectations of what the GM will put in his proposal.

Homework

Management / Finance/Membership Committees

- submit proposal for restructuring membership to one share, one owner, one account (with household affiliations)

GM

- submit proposal for splitting months in 2018 Common Cents program

Membership Committee

- splitting 2018 Common Cents months as item on the ballot

Alessandra

- follow-up article on restorative justice opening vs closing circle for *Rootstock* Feb 15
- talk to Phil Prince re: work of elections
- email Zafra & Thane re: RFP
- circulate survey re: online voting by Thursday Feb 2

Full BOD

- submit feedback on bylaws change #3 Article II to the Bylaws Committee

Next Meeting February 23, 2017 – Agenda

GM Monitoring Report: B9 – Emergency General Management Succession

GM Compensation RFP

Board Self-Monitoring: CI – Governing Style

Approve final ballot

End of minutes. Submitted by Emily Berry, scribe.