

Belfast Co-op Board of Directors Meeting

January 28, 2016 6:00pm Waterfall Arts Building, Belfast ME

Directors Present: Ron Braybrook (president), Betsy Garrold, Debbi Lasky, Patti LeClair, Alessandra Martinelli (vice president), Judith O'Donovan, Bindy Pendleton, Kip Penney, Phil Prince (secretary), Zafra Whitcomb (treasurer)

GM: Doug Johnson

Staff: Emily Berry (scribe)

Member-Owners: Patricia Gladding, Arielle Greenberg Bywater, Ben Pratt, Lindsey Schortz

Facilitator: Kip **Time-keeper:** Patti **Vibe-watcher:** Debbi

The meeting commenced at 5pm in executive session regarding the final interview for the position of General Manager followed by a deliberation period. Executive session adjourned at 6pm with no decisions to record.

Agenda Review

The agenda was approved by consensus with adjustments. The topic of GM hire decision was moved from *Board Administrative Matters* to directly following time allotted for member comments. 2016 Board Education Plan was removed from the agenda and that time allotted was given to the One Voice Cooperative Board Holism discussion.

Announcements

The date of the P6 conference has been tentatively moved to April 30, 2016.

Committees that formerly met at Darby's can use space at 17 Main St, where Belfast Office Supplies & Services is located.

The next Member-Owner Forum will be held February 10 @ 6pm in the Abbott Room of the Belfast Free Library.

Minutes of Previous Meeting

The BOD approved by consensus the minutes from December 17, 2015.

Member-Owner Comments

A member expressed condolences for the loss of Jerry Savitz, long serving Co-op board member and Treasurer.

GM Hire Decision

The BOD agreed by consensus to hire Doug Johnson for the permanent General Manager of the Belfast Co-op. The GM start date will be contingent upon negotiations.

GM Reporting

a. GM Update

Discussion centered around the creation of a Store Operations Manager. The creation of this position is integral to the General Management succession plan as required by Policy B9 – Emergency General Management Succession.

b. Treasurer's Update

An error was noted in the Key Indicators Report, Month Ending Dec 31, 2015 – column: YTD, row: Gross Margin, data is missing and will be filled in to read 35.8%.

CPA, Mike Nickerson, will be attending February's Board meeting to present his annual financial report.

c. B – Global Executive Constraint

The BOD accepted by consensus the B – Global Executive Constraint monitoring report as in compliance.

Board Administrative Matters

b. C – Global Governance Commitment

The BOD accepted by consensus C – Global Governance Commitment as not in compliance with a plan to achieve compliance. A compilation report of the plans for achieving compliance regarding non-compliant C policies over the past self-monitoring period will be presented at the February Board meeting.

c. D – Global Board Management Connection

The BOD accepted by consensus D – Global Board Management Connection as being fundamentally in compliance. The only D policy that came into question as potentially not achieving compliance was D4 – Monitoring GM Performance. It was discussed that D4.5 did not allow the flexibility in its timetable to fully evaluate the GM's performance, based on the length of the current GM's tenure.

d. Board Development Committee Report

There are three upcoming board education events, Co-op Cafe March 12, P6 Conference April 30, and CCMA June 9-11. Board participation is encouraged and events will need to be registered for.

CDS consultant, Thane Joyal, has been contacted regarding the annual Board retreat with a potential agenda item of CBL 101 training.

e. Membership Committee Report

The annual meeting has been slated for March 13, 2016 from 3-8pm, a snow date is scheduled for March 20, 2016. The catering services of Jason Hay and Jeremy Peskoe have been secured.

g. One Voice Cooperative Board Holism

When a board of directors operates via consent or even modified consent, such as the Belfast Co-op's Board of Directors they must present a unified front concerning decisions made. However, dissent is a natural and healthy part of consensus. The discussion revolved around properly recording dissenting voices as well as setting parameters for the allowance of all viewpoints to be aired and satisfactorily discussed.

As the BOD's sole employee, the GM expressed the necessity of the BOD speaking in one voice concerning their decisions, as they pertain to the GM.

Homework

GM

- send a copy of the revised organizational chart to the BOD

Board Development Committee

- evaluate policy D4.5 and reword if necessary or present argument for maintaining current wording
- compile report of plans to achieve compliance from the previous monitoring cycle in regards to the C policies
- review One Voice Cooperative Board Holism and create plan for addressing dissenting voices

Full Board

- review upcoming education events and contact Board Development if interested in attending
- send comments to Board Development regarding One Voice Cooperative Board Holism

Membership Committee

- contact those who will be contributing to the Annual Report

Alessandra

- write Rootstock article for February 15 deadline

Next Meeting February 25, 2016 – Agenda

Mike Nikerson presentation

CI – Governing Style

B9 – Emergency General Management Succession

End of minutes. Submitted by Emily Berry, scribe.