

Belfast Co-op Board of Directors Meeting

March 26, 2020, 6:15 pm; Virtual Meeting via Web Conference

Directors Present: David Balicki (treasurer), Annie Bussiere (secretary), Evans Goff, Kate Hanson, Crystal Howard-Doliber (vice-president), Alessandra Martinelli, Heather Selin (president), Edward Sheridan, Andrew Watkins.

GM: Doug Johnson

Staff: Emily Berry

Guests: Carisa Carney, John Krueger, Matt McConnell, Liz Moore, Buck Sawyer

Facilitator / Timekeeper: Heather Selin

Agenda

The BOD agreed to move the GM Compensation Proposal discussion to an executive session held immediately following the public meeting. With this addition, the BOD approved the agenda by consensus.

Announcements / Check-in

Edward wanted to give a big shout out to Doug and the Co-op staff for shifting gears in response to COVID-19. Their efforts are hugely impressive and great to see!

Kate received an email from Bindy Pendleton, long-time owner and former director, raving about what a great job the Co-op is doing. Kate also extended her kudos to the staff and thanks for the Shop for Me program.

David wished he had been able to attend the Annual Meeting, he heard a lot of great feedback about it. He also commented on how impressed he has been with Doug and the Co-op staff's implementation of a contingency plan, their teamwork, and their adaptability.

Evans noted that it has been a crazy couple of weeks as both a civilian and a worker. He is grateful the Co-op is still open.

Buck wondered if the Co-op would move to putting together Shop for Me orders at night. Doug said that operations are currently working well and will remain as it is for now. However, as more information comes in and things progress the Co-op will look into adapting aspects of the operations.

Minutes of the Previous Meeting

The BOD approved by consensus the minutes of the February 27, 2020 meeting.

Owner Comments

Liz commented on the amazing job the Co-op is doing and that it is appreciated by everyone!

GM Reporting

Alignment

With the COVID-19 pandemic things are changing everyday. The Co-op is doing its best with what it has and everyone deserves a tremendous amount of praise. The Co-op is staffed with exceptional people working under exceptional conditions.

There are several aspects of the operation that have been shut down and the new Shop for Me program, a curbside pick-up service, has been put into place. No staff member has been laid off, although some have removed themselves for the time being. The Shop for Me program is quite labor intensive and staff have shifted around, filling voids where needed and there is plenty of work to go around. The next steps would be closing the store for a couple of hours in the middle of the day to allow the curb-side program to catch up and limiting the number of shoppers allowed in the store at any given time. If measures need to be taken further, the Co-op would move to curb-side pick up only.

The distribution side of the business has also changed. UNFI supplies 85% of the Co-op's products and they have set limits on how many items can be ordered, these are limits for all stores they distribute to not just the Belfast Co-op. NCG and UNFI are doing their best to make sure everybody has something while also keeping their employees safe.

The feedback from the community has been overwhelmingly positive. People are grateful the Co-op is open and providing curb-side service.

Doug has been in contact with Erin Herbig, the Belfast City Manager, and it looks like lockdowns are going to happen fairly soon, based on information coming out of the Governor's office.

Bangor Savings Bank has reached out to Doug with options, should the Co-op need them to get through this pandemic.

The BOD brainstormed what part they could play and came up with an equity drive, a GoFundMe campaign for either the store or staff, and phone calls checking in on owners. Doug recommended figuring out a way to show their appreciation to the staff.

BI - Financial Condition & Activities

Doug has reported partial compliance for the March 2020 BI - Financial Condition & Activities monitoring report. Unfortunately there were a few data points that fell short of the target goal for both the quarter reported on (Q4) and the calendar year. However, this Q4 is an improvement over every other Q4 on record.

Doug noted that due to COVID-19 and the subsequent change in shopping patterns the next couple of BI reports will have irregular data, which will continue when this period is compared year over year.

Footnotes will be key in keeping track of this particular data set in the future.

The BOD accepted by consensus the BI - Financial Condition and Activities monitoring report as in partial compliance with the global BI statement and sections BI.1 and BI.2, full compliance with sections BI.3, BI.4, and BI.6 - BI.13, and non-compliance with BI.5, with a plan for compliance.

B4 - Membership Rights & Responsibilities

The BOD accepted by consensus the B4 - Membership Rights and Responsibilities monitoring report as in compliance.

Board Administrative Matters

Expansion Readiness Workgroup

During their March meeting, the Expansion Committee decided to change their name to the Expansion Readiness Workgroup (ERW). This change was made to alter the way the BOD thinks about its role and put directors in the mindset to do the work of preparing readiness for expansion. Each ERW meeting will spend 50 - 60 mins focused on one predetermined topic and the rest of the meeting will be spent planning for the next meeting and covering miscellaneous topics. During the April meeting, ERW members will be going through the entire policy register to see how the policies fit with expansion or not and what ERW needs to be looking at.

Finance Committee

During their March meeting, the Finance Committee welcomed its new members, John, Matt, and Edward. They reviewed the regular monthly financials for February and the BI - Financial Condition & Activities monitoring report, no areas of concern were noted. They also reviewed the educational resources provided by NCG for onboarding the new members. The FinCom began a discussion of their charter and will continue that review at their April meeting.

Board Development Committee

BoDev reviewed the poll for policy C2 - The Board's Role and although there were several responses of unsure and a few not in compliance the majority of directors determined the BOD has been in compliance with this policy. Therefore BoDev recommended that the BOD accept C2 as in compliance. BoDev has begun discussing and will continue to discuss different systems for reviewing policies to determine compliance.

Self Monitoring Policy: C2 - The Board's Role

One director made the case that BOD could use more training on how to work with policy governance to make it more effective. Policy governance is a comprehensive system and the BOD could utilize it better. BoDev is looking into ways of deliberately taking more time to examine each policy when it is being self-monitored.

The BOD accepted by consensus C2 - The Board's Role as in compliance.

Owner Engagement Committee

The Owner Engagement Committee reviewed the Annual Meeting and has begun to save suggestions for the next Annual Meeting in a google doc.

Bylaws Committee

Heather sent an email to the lawyer recommended by the Portland Food Co-op to consult on the bylaw revisions and has not heard back yet. The BOD had hoped to begin presenting the bylaw revisions to the ownership as soon as possible, and did hand out some copies to attendees at the Annual Meeting, but this rollout has been postponed due to COVID-19.

Election Results

In the 2020 BOD election, 699 ballots were cast by owners in good standing, exceeding the 10% membership quorum [408], and thereby making the election valid. All six candidates – David Balicki, Kate Hanson, John Krueger, Matt McConnell, and Buck Sawyer – received votes totaling more than 25% of the total valid ballots cast and are thereby elected to the board of directors. David, Kate, John, and Liz will serve three-year terms; due to a tie in the number of votes cast and the subsequent coin flip, Buck will serve a two-year term and Matt will serve a one-year term.

The BOD accepted by consensus the results of the 2020 BOD general election, thereby ratifying the election.

NCG

The BOD agreed by consensus to renew the Belfast Co-op's agreement with NCG.

Next Meeting Agenda - April 23, 2020

Seat new directors

B6 - Staff Treatment & Compensation

Finalize GM compensation

Farewell to departing directors

C3 - Agenda Planning

Homework

Full BOD

1. Take C3 poll
2. Review & add to [Board Guidelines](#)
3. Send owner comments to Emily for compilation
4. Think about *Rootstock* article topics
5. Send questions re: google drive/forms to Annie

Doug

1. Look into CORE re-enrollment numbers
2. Add new directors to email list

Heather/Doug

1. Post re: suspension of bylaws rollout

Heather/Annie

1. Discuss director handbook & code of conduct by April 2nd.

Annie

1. Reach out to Expansion Readiness Workgroup re: April meeting

Alessandra

1. Historical perspective on policy poll system

Kate

1. Draft *Rootstock* article re: election results by April 1st.

Andrew

1. Write final reflection piece

Finance Committee

1. Gather / Compile new member onboarding materials
2. Prep for equity drive
3. Review charter re: membership

Board Development Committee

1. Review strategies for board recruitment
2. Revisit / take action on stated priorities from Annual Retreat (recap document / calendar)
3. Review [Board/Owner Interest](#) spreadsheet
4. Review language of policy C1.3 re: clarity
5. Discuss requiring comments on policy polls
 - a. Notify Emily of decision
6. Brainstorm & help execute staff appreciation
7. Review different polling systems for policies (ex. numerical scale)

Bylaws Committee

1. Reach out to lawyer re: bylaws legal review

Owner Engagement Committee

1. Collect forms from front end with public policies included

Debrief

Directors agreed that the virtual meeting went well. It was also agreed that Alessandra and Andrew will be missed and their service and mentorship were incredibly valuable and much appreciated.

Executive Session

The BOD adjourned to executive session to discuss the GM compensation proposal.

The Board came out of executive session and decided to charge the non-staff Executive Committee or its designates to negotiate GM compensation with Doug for the period May 1, 2020 to April 30, 2022, and to bring its recommendation to the Board prior to the April 23 Board meeting.

End of minutes. Submitted by Emily Berry, scribe.