

## **Belfast Co-op Board of Directors Meeting**

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

**Directors Present:** Ron Braybrook (president), Betsy Garrold, Justin Howard (seated), Debbi Lasky, Patti LeClair, Alessandra Martinelli (vice president), Bindy Pendleton, Kip Penney, Phil Prince (secretary), Lindsey Schortz (seated), Andrew Watkins (seated), Zafra Whitcomb (treasurer)

**Absent:** Judith O'Donovan

**GM:** Doug Johnson

**Staff:** Emily Berry (scribe)

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

### **Agenda Review**

The agenda was approved by consensus with adjustments. The election update was moved from *Board Administrative Matters* to directly following the approval of the previous meeting's minutes. A discussion of CCMA was added, following the Board Development Committee Charter approval. A report from the Finance Committee was added to the Treasurer's Update, which was moved into *Board Administrative Matters*. An executive session prior to the discussion of policy B5 was requested and granted.

### **Announcements**

The 3rd Annual Principle Six Conference will be held Saturday, April 30, and still open for registration.

This is the last meeting that Debbi Lasky, Kip Penney, and Phil Prince will attend as Belfast Co-op Board Directors. Thank you for your thousand plus hours of service, you will be missed. Timelines Community, Inc. will be holding a yard sale Saturday, April 30 from 9a – 3p to benefit the restoration of downtown Thorndike. The next event will be a farm supper held Memorial Day weekend.

Fedco will be holding its annual Tree Sale on May 6 & 7 from 9a – 3p.

### **Minutes of Previous Meeting**

The BOD approved by consensus the minutes from March 24, 2016.

### **Election Update**

In the 2016 BOD election, 403 ballots were cast by member-owners in good standing, exceeding the 10% membership quorum [391], and thereby making the election valid. All four candidates – Patti LeClair, Lindsey Schortz, Andrew Watkins, & Zafra Whitcomb – received votes totaling more than 25% of the total valid ballots cast and are thereby elected to the board for three-year terms. The Belfast Co-op bylaws state that “*two board seats will be reserved for Co-op employees elected by a majority vote of their fellow workers to three-year terms.*” Following the completion of the general election, the Co-op staff voted in Justin Howard as staff representative to serve a three-year term.

The BOD accepted by consensus the results of the 2016 BOD general election and staff election, thereby ratifying both elections and seating the new directors.

### **Member-Owner Comments**

A long time member-owner profusely thanked the BOD, GM, & Co-op Staff for keeping the Co-op going and general awesomeness.

A member-owner commented that there should be advance notice of decisions the BOD will be making at monthly meetings and that the minutes did not reflect the decisions that were made.

A member-owner would like to see the senior discount all of the time.

Several member-owners gave praise for the new green and purple paint and the deli lighting.

A member-owner noted that the current models for food co-ops is moving toward food halls.

A member-owner noticed that management and staff at all levels are operating with a more upbeat vibe when talking to / assisting patrons.

A member-owner liked the sign telling patrons about how much local product had sold and would like to see that come back.

## **GM Reporting**

### **b. BI – Financial Conditions and Activities**

The BOD requested the BI monitoring report, originally presented at the March 24 meeting, be resubmitted to report compliance. The report of compliance was based on whether the Co-op was operating in surplus or deficit. However, data from the resubmitted report shows that compared to co-ops of a similar sales volume, the Belfast Co-op is operating within or below the lower quartile for each key indicator. This data is based on a 12 month cycle and although affected by, is not reflective of the current fiscal quarter.

The BOD agreed by consensus that the GM is not in compliance with the current BI – Financial Conditions and Activities policy; therefore, the BOD did not accept the BI monitoring report as in compliance with the expectation of a plan to achieve compliance.

**The BOD adjourned to executive session, no decisions to record.**

### **c. B5 – Treatment of Customers**

The BOD accepted by consensus the B5 – Treatment of Customers monitoring report as in partial non-compliance with a plan to achieve compliance. The GM will submit a report and proposal to mitigate safety concerns.

## **Board Administrative Matters**

### **a. Treasurer's Update / Finance Committee Report**

The February/March key indicator's report showed that although the Co-op is operating in a deficit, it is significantly less of a deficit compared to this time FY2015. The report shows the profit margin is up by 3.36% over the previous year to date.

The BOD agreed by consensus to seat member-owner, Jim Miller, on the Finance Committee.

The BOD agreed by consensus to keep Kip Penney on the Finance Committee after he vacates his seat on the Board.

### **b. C2 – The Board's Role**

The BOD accepted by consensus C2 – The Board's Role as being substantially in compliance.

### **c. C3 – Agenda Planning**

The BOD accepted by consensus C3 – Agenda Planning as being substantially in compliance.

The BOD accepted by consensus the rewording of C3(3) to read: "We *may* use a consent agenda for approval of items not requiring discussion at the board meeting."

### **d. Board Development Committee Charter**

The BOD approved by consensus the Board Development Committee Charter.

### **i. Depart Directors Remarks**

#### **Debbi – Served 26 years on BOD**

She expressed reservations about Policy Governance. She expressed reservations about the trend to get plugged in on the national level causing the Belfast Co-op to lose sight of who we

are; to quote Jerry Savitz “our funky little co-op”. The Co-op is who we are as a community and she would hate to see its uniqueness lost striving to meet goals at a national level. She commented that she had been observing a trend that the board generally seemed to have less tolerance for differing opinions. She encouraged the remaining and newly seated Directors to think things through, to come to the meetings with ideas, concerns, and open ears, to be open to changing your mind. She reminded everyone that being a Director requires patience, energy, and commitment – it’s a hard job. And she urged everyone to be cognizant of each other.

**Kip – Served 16 years on BOD**

Kip also urged the remaining Directors to learn to listen, be flexible, and not to be caught up in bureaucracy. He strongly expressed that the Co-op has become too bureaucratic. He cautioned the directors to be careful to allow every director to have an educated opinion. He reminded them not to be swayed by the loud voice in the room, to be reflective.

**Phil – Served 7 years on BOD**

Phil encouraged the directors that while engaging nationally to keep their eyes on the ball locally. He reminded the remaining and newly seated directors how important it is to come to each meeting prepared. Phil also suggested that when dealing with by-law changes there should be an article written for Rootstock that lays out the pros and cons of any proposed bylaw changes.

**Tabled Items**

The BOD agreed by consensus to table the following topics to the May 26 meeting:

*Board Holism*

*Membership Committee Report*

*G2G Market Study*

*C2 adding sub-policy 9 re: member communication*

**Homework**

GM

- Distribute G2G Market Study to newly seated Directors
- Report & proposal for mitigating safety concerns

Board Development

- Distribute Handbooks to newly seated Directors

Full BOD

- Sign code of conduct
- Bring policy register to May meeting
- Review policy D2, send opinions to Board Development Committee by May 5

Finance Committee

- Come to June’s meeting with definitive recommendation for accepting/not accepting

the BI monitoring report.

- Update patronage dividend language for the by-laws and membership materials
- Update equity wording to include ‘at risk’ language for membership materials
- Create abandoned equity proposal for by-laws

Membership Committee

- Update directors on date of May Forum

Scribe

- Update contact sheets

**Next Meeting May 26, 2016 – Agenda**

B3 – Asset Protection

D2 – GM Accountability

C2 – The Board’s Role; adding sub-policy 9 re: member communication

Review BOD committee budgets

Board Holism

Membership Committee Report

G2G Market Study

Election of Officers

End of minutes. Submitted by Emily Berry, scribe.