

Belfast Co-op Board of Directors Meeting

September 28, 2017 6:00pm Waterfall Arts Building, Belfast ME

Directors Present: David Balicki, Ernie Cooper, Betsy Garrold, Shannon Grimes, Justin Howard (through minutes approval), Alessandra Martinelli (president), Lindsey Schortz (treasurer), Andrew Watkins (vice-president), Zafra Whitcomb (secretary)

Absent: Ron Braybrook (leave of absence), Violet Jastram

GM: Doug Johnson

Staff: Emily Berry (scribe), Michael Walter (Produce Manager)

Facilitator / Time-keeper: Alessandra

Agenda Review

The BOD agreed to add the topic of Zombie Apocalypse under Owner Engagement Committee in the Board Administrative Matters section of the agenda. The BOD also agreed to add a 5 minute stretch break between Board Administrative Matters and GM Reporting. With these adjustments, the BOD approved the agenda by consensus.

Announcements

Alessandra will be absent from the October BOD meeting.

Justin announced his resignation from the BOD. The remaining directors expressed thanks for his service, wisdom, and input. Justin served as one of the two staff rep seats on the board, with his resignation, both staff rep seats are now vacant.

Andrew visited City Market Onion River Co-op's new second store South End Co-op, in Burlington, VT. Well done, kudos to Burlington!

Doug will be visiting Burlington October 11&12 for the NCG Eastern Corridor Fall Meeting.

David will be out of town for 3 weeks in October and 2 weeks in December.

Lincolntonville General Store will be opening October 27.

Monroe General Store will be reopening, no known date at this time.

The BOD expressed sympathy for the passing of Skip Pendleton, founding Co-op member, father of recently former director Bindy Pendleton, and active community member.

Minutes of Previous Meeting

The minutes of the August 24, 2017 BOD meeting were approved by consensus.

Owner Comments

Michael Walter, Produce Manager, expressed his interest to the BOD in serving on the Finance Committee. Michael has an extensive financial background particularly related to food co-ops; writing department budgets while serving as Produce and Operations Managers, and BOD approved store budgets as GM. In his two year tenure as GM of Rising Tide Community Market, Michael pulled the Co-op out of the red and distributed patronage dividends both years, he also managed a construction project and refinanced long-term loans. Michael would like to use his knowledge to best serve the Belfast Co-op.

A director noted that there are new buying clubs in Liberty and Monroe and asked: are people looking for an alternative, where does that leave the Co-op?

Relayed via Directors (owners not present):

- One owner thought we lost the Co-op a long time ago.
- An owner noticed the deli changed its pickles, they are amazing!
- One owner, who is giving up her membership, feels that the Co-op is not serving her needs and she is very frustrated. She didn't understand the money spent on new shelving, new comment cards, and resealing the parking lot, while the products she purchased were being dropped. Despite asking questions and speaking up, she was not feeling heard and expressed having 4000+ members dilutes her voice.
- Another owner said that the Co-op looks amazing and they are happy with the developments.
- An owner commented that the counter in the deli is beautiful.

Board Administrative Matters

Treasurer's Update

The Finance Committee reviewed the August and Year End numbers, August was profitable and the Co-op is closer to breaking even.

The Committee noted that there is currently no financial review of committee budgets, to resolve this the Treasurer will be meeting with the GM quarterly to review the BOD budget.

The Committee also discussed BOD education, the associated cost of travel, and accountability to the owners. They would like to see more of a write up or face-to-face meeting with owners following the attendance of an educational event to give the owners a sense of how valuable these events are and share what the attendees have learned.

The Committee expressed that another member would be welcome and having a large and knowledgeable committee is valuable to the Co-op, and formally recommended seating Michael Walter on the committee.

The Committee is continuing to research the advisability of audits and will present a report to the BOD.

The Committee formally recommended accepting the FY2018 BOD Budget and offered no formal recommendation on either the B1 or B2 monitoring reports.

FY2018 BOD Budget

The BOD agreed by consensus to submit the FY2018 BOD Budget to the GM for inclusion in the comprehensive FY2018 Budget.

C8 - Governance Investment

The BOD accepted C8 - Governance Investment as not in compliance with a plan to achieve compliance.

Meeting Space

The Board Development Committee recommended moving the monthly BOD meetings to the newly renovated UU Church. Should the change happen for the October meeting, the annual rental agreement could be made to coincide with the fiscal year.

The BOD agreed by consensus to move the monthly meeting space to the UU Church beginning October 26 and the remaining funds due to Waterfall Arts for the term of the current rental agreement will be given as a donation.

P5 - Education, Training, & Information

The BOD agreed that this is the Cooperative Principle that they put the least amount of stress on and yet it is no less important than the other six principles. The BOD discussed the idea of shrinking the business portion of the monthly meeting to allow time for education, training, and information.

Ownership Structures

The Owner Engagement Committee is still researching ownership structures. The current discussion among this committee and the BOD is breaking multi-share accounts into individual accounts. The BOD is considering steps for implementation and the various venues for owners to weigh in with their opinions.

GM Reporting

Alignment

The staff holiday party will be held December 10 at the United Farmer's Market, directors are invited to attend.

A comprehensive staff survey, which relates to the monitoring report for policy B6 -- Staff Treatment & Compensation, is carried out every other year. The GM questioned whether or not the BOD would like to carry out a truncated version of this survey on off years, questioning the staff on topics that pertain only to B6. The BOD agreed by consensus to contract Melanie Reid of CDS Consulting to conduct the off year survey.

GM Update

Doug attended the NCG Designated Representative Fall Meeting in Minneapolis, MN September 12-14. At this meeting the NCG Board outlined their strategic plan for the future. They came up with their top three priorities: cultivating strong leadership; quest for aligned/common relevance; increased functional integration and alignment; and assembled a team for each issue. Each team will be designing and implementing pilot projects across the country. Doug expressed that the Belfast Co-op would be interested in a marketing pilot program. He will keep the BOD informed of NCG's results and if the Belfast Co-op will be participating in any program.

At this point, BOD agreed by consensus to add 10 minutes to GM Reporting.

B1 - Financial Condition & Activities

The GM reported non-compliance for the B1 policy however, the Co-op is coming closer to compliance because the Co-op is in a better position financially and more of the co-op which provide comparable data are doing worse.

The BOD accepted the B1 - Financial Condition and Activities monitoring report as not in compliance with a plan for compliance.

B2 - Business Planning & Financial Budgeting

The BOD requested a revised FY2018 Budget and agreed by consensus to table a decision on this monitoring report until the October 26 meeting. The BOD agreed by consensus to authorize the GM to operate using the proposed budget.

Additional Topics

CBLD Fee

The BOD agreed by consensus to re-enroll in CBLD and authorize payment of the annual fee.

Michael Walter

The BOD agreed by consensus to seat Michael Walter on the Finance Committee.

Co-op Cafe

Co-op Cafe, taking place on November 4, will be moved to Greenfield, MA, home of Franklin Community Co-op.

Homework

Lindsey

- Sympathy cards for Bindy & Jo Pendleton

Full BOD

- Sign sympathy cards by October 6
- Submit ideas re: consolidating agenda to Alessandra? Zafra?

Doug

- Modify Octobeer poster
- Send Board Development the post-conference questionnaire
- Create sandwich board sign for BOD meetings at UU Church
- Edit update report finance section to read August
- Include projected to actuals in B1 for BOD Budget review
- Title B1 charts
- Revise Interest and Taxes lines of FY2018 Budget

Board Development Committee

- Revise B1 & C6 to include GM/Treasurer quarterly BOD budget review
- Discuss curriculum for BOD re: P5

Owner Engagement Committee

- Discuss P5
- Contact David Wessels (Lindsey has info) re: Zombie Apocalypse
- Compile list of directors attending Octobeer

Andrew

- Share SimplyVoting emails

Zafra

- Draft ownership restructuring article for *Rootstock* "We recommend this change, we want to hear from you."
- Send link to BOD for Catapult Webcart

Next Meeting October 26, 2017 - Agenda

P7 - Concern for Community

D1 - Unity of Control

B2 - Business Planning & Financial Budgeting

B5 - Treatment of Customers

End of minutes. Submitted by Emily Berry, scribe.