

Belfast Co-op Board of Directors Meeting

January 25, 2018 6:30 pm UU Church, Belfast ME

Directors Present: David Balicki, Ernie Cooper (treasurer), Betsy Garrold, Shannon Grimes, Alessandra Martinelli (president), Lindsey Shortz, Andrew Watkins (vice-president), Zafra Whitcomb (secretary)

Absent: Violet Zerbe

GM: Doug Johnson

Staff: Emily Berry (scribe)

Owners: Pamela Corcoran, Rayna Palm

Facilitator / Timekeeper: Alessandra Martinelli

Agenda Review

The BOD agreed to table the discussion of Board Committee Composition until the February meeting and Zafra volunteered to lead the Splitting Owner Numbers discussion. With these adjustments, the BOD approved the agenda by consensus.

Announcements

Ernie attended the initial meeting of 'Keep Belfast Beautiful' which is organizing roadside and harborside clean-ups. The first clean-up is tentatively scheduled for May 11th & 12th.

Andrew is registered for the 2018 Trek Across Maine, a fundraiser for the American Lung Association.

Andrew attended a talk on a Global Sit-In on wage/wealth disparity.

'Zero Waste Belfast' is having a planning meeting February 5th at 8am.

There is an online petition urging Congress to pass two-year funding for the Special Diabetes Program, which funds research for a cure to type 1 diabetes. <http://www.jdrf.org/get-involved/jdrf-advocacy/>

Minutes of Previous Meeting

The minutes of the December 28, 2017 BOD meeting were approved by consensus.

Owner Comments

Cafe portions are too large for senior owners, it would be nice to have a half sandwich portion; also, the cafe is cold.

The cafe specials are the same as options on the regular menu.

At the zero waste gathering in Belfast, the Co-op was lumped with Hannaford as a large waste producer, for example lettuces/greens sold in plastic containers.

One owner noted that operations appears to have calmed down and the store seems to be running more smoothly with less stress on the staff, however, their experience is less personable and more efficient. Overall, they are proud to be an owner.

The young farming couple from the December comments updated the BOD, saying that it wouldn't have taken much to keep them as owners.

Several years ago a local architect designed an airlock for the Co-op's front doors and he would be happy to participate further if the BOD decides to move forward.

An owner commented that they really like the produce section, it is looking more filled out.

One owner expressed concern about the inventory of bulk items.

Another said that they like the look of the Co-op, it's spiffed up.

An owner mentioned that they liked the food in the cafe, they like the current menu.

One owner shared that he is not feeling welcome by the staff at the register, he feels he is seen/treated as an inconvenience.

Board Administrative Matters

Treasurer's Update

The subject of owner discounts was discussed during the recent finance committee meeting and the committee approached the BOD for guidance as to whether they should pursue this topic. The BOD talked about how having information is beneficial and this information could be gathered during an audit. Bruce Meyer of Wegner CPA will be on conference call during the February BOD meeting and the BOD will ask him to advise on an audit cycle.

The final statements arrived from Wegner CPA and they will be discussed during the February BOD meeting.

C5 - Directors' Code of Conduct

The BOD accepted by consensus C5 - Directors' Code of Conduct as in compliance.

C4 - Board Meetings

The BOD accepted by consensus C4 - Board Meetings as in compliance.

C - Global Governance Commitment

The BOD agreed that the work of strategic leadership will never be done, nor should it be, and the language of the policy allows the BOD room to grow.

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

D - Global Board Management Connection

The BOD discussed how the Co-op, by nature, fosters interpersonal connections but this policy works by using the language "official connection". The BOD also discussed whether Doug's opinion on BOD compliance should be taken into account. The BOD decided they will request the GM to present a brief verbal reflection on the board's compliance with this policy during the meeting this policy is monitored annually. When asked for his feedback, Doug stated the BOD did well in the past year and he never felt any director used his/her individual voice to represent the whole or give a directive.

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

Policy Change

Ernie presented the BOD changes to policies B1 - Financial Condition & Activities and C8 - Governance Investment. The BOD accepted the proposed changes by consensus.

Owner Engagement Committee

The Co-op 101 event scheduled for January 17, was snowed out and a make-up date has yet to be determined, although the committee is looking at using Co-op 101 as the theme for the next owner forum. Deb Burwell has agreed to facilitate at the Annual Meeting in March. Catering is not finalized yet.

There will be a meeting on February 1st for those who will be involved in the e-voting process. The meeting will include a mock vote.

The owner engagement committee is leaning toward having more directed conversations during Owner Socials.

Splitting Owner Numbers

There has been no feedback on splitting owner numbers since the related article was published in *Rootstock*. The BOD agreed that there needs to be conversation with owners and before changes can be implemented they would like an enthusiastic response from owners. To promote this conversation there will be a forum discussing splitting owner numbers.

The BOD formed an ad hoc working group for owner accounts which will consist of each of the committee chairs and the GM.

GM Reporting

Alignment

Doug provided Rep. Erin Herbig with a written statement about incentivizing employers to help workers to afford housing. Rep. Herbig presented this statement as testimony in a related bill presented in Augusta on Monday, January 21st.

GM Update Report

There will be no implications for the Co-op from the recent tax cut in this fiscal year.

The Co-op is over budget in its occupancy costs, much of which was due to the cost of supplemental heating, as well as smaller (yet still pricey) repairs to various pieces of equipment. The days of cash on hand were reported as lower for December compared to previous months, mostly due to the repairs mentioned above

as well as seasonal costs such as snow removal. The GM will be meeting with both the Facilities and Operations Managers to review the occupancy costs. On a positive note, the labor as a percentage of sales, which the Co-op struggled with last year, is now on budget.

B - Global Executive Constraint

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

Homework

Finance Committee

- Key factors for long-range planning for BOD retreat

Lindsey

- Submit '10 things people might not know about you' to Betsy
- Forward Special Diabetes Program petition to the BOD

Full BOD

- Attend Annual Meeting
- Finalize winter potluck date

Alessandra

- Build Operations Request Form for annual meeting
- Touch base with Thane re: arrival time
- Edit owner event on calendar

Andrew/Ernie

- Send template ballot to BOD

Owner Engagement Committee

- Add 'Keep Belfast Beautiful' clean-up to meeting agenda
- Discuss beer tasting

Committee Chairs/President

- Send reports to Doug ASAP for Annual Report

Volunteer needed

- Help with the BOD filing cabinet

Doug

- Send final Wegner statements
- Compile a list of other co-ops we buy from

Zafra

- Share details of C4 poll
- Compile/share new document for BOD candidates

Scribe

- Update Policy Register
- Include new policies in February packet
- Change nomination period end date to February 20th

Andrew

- Share Deb Burwell conversation

Shannon

- Look at the sign-up for Owner Socials

Owner Accounts Working Group

- Schedule a meeting time

Board Development Committee

- Discuss composition of BOD committees re: staff on committees

Ernie

- Send biography to scribe

Executive Committee

- Meet to discuss RFP

Next Meeting February 22, 2018 - Agenda

CI - Governing Style

B9 - Emergency General Management Succession

Approve Final Ballots

Finalize GM Evaluation

Present GM Compensation RFP

Wegner CPA Financial Review

Audit Cycle

Board Committee Composition

Debrief/Evaluate Meeting

The BOD agreed by consensus the meeting was productive.

End of minutes. Submitted by Emily Berry. Reviewed by Zafra Whitcomb.