

## **Belfast Co-op Board of Directors Meeting [FINAL]**

October 29, 2015 6:00pm Waterfall Arts Building, Belfast ME

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

**Directors Absent:** Doug Johnson

**Interim GM:** Brittany Baird

**Members:** Nancy Durand-Lanson, Andrew Watkins, Miriam Watkins

**Staff:** Emily Berry (scribe)

Faciliator: Brittany Time-keeper: Debbi Vibe-watcher: Debbi

### **Agenda Review**

Agenda amended so that the 'board administrative matters' was presented before 'GM reporting'. The amended agenda was approved by consensus.

### **Announcements**

Betsy has been hired at Marsh River Co-op as Assistant Manager & Buyer, as well as being appointed to the Cooperative Development Institute's Board of Directors.

Alessandra is in attendance, contrary to what is stated in 9/24/15 minutes, due to the date change of this meeting.

Community Ties in Thorndike is having a yard sale from 10am – 3pm on Sat Oct 31.

### **Member Comments**

A member is concerned about the atmosphere at the Co-op. She has recently perceived a negative undercurrent and is attending this BOD meeting to see what is going on. She and her family have shopped at the Co-op for 8 years and the Co-op feels like part of the family, which is why the negative atmosphere is so troubling.

A member wanted to know why there are no local 1lb frozen blueberries.

A member asked the grocery department to carry Casco Bay Butter and the grocery department agreed to do so for a trial period.

### **Minutes of Previous Meeting**

The BOD approved by consensus the minutes from September 24, 2015.

### **Board Administrative Matters**

#### *a. GM Hire Decision*

The BOD adjourned to an Executive Session regarding opinion statements from Directors absent at the Search Committee deliberation meeting. No report was made.

The board reconvened and attempted to reach consensus to hire Kevin Gadsby as General Manager. The board failed to reach consensus with two directors objecting; the two directors did not block and stepped aside. The decision of the board was to hire Kevin Gadsby as General Manager of the Belfast Co-op.

#### *b. Membership Committee Charter*

The BOD accepted by consensus the Membership Committee charter with the

following edits to the draft charter: the deletion of the Committee Budget and Calendar.

*c. Board Minutes Policy*

The BOD accepted by consensus the final draft of the Board Meeting Minutes Policy, with revision from Phil. [REVISED TO READ: 3. Full board will review minutes and submit corrections and revisions to Secretary within seven days from draft being sent. The Secretary will state the specific date when the corrections and revisions are due.]

*d. DI – Unity of Control*

The BOD reports non-compliance with this policy with a plan to achieve compliance. The plan for compliance will include the Management Oversight Committee (MOC) revising its current charter. Acceptance of this charter and incorporation of committee charters into the Policy Register will achieve compliance. The BOD will not revise DI and will readdress this policy in one year.

**GM Reporting**

*b. Treasurer's Update*

The Finance Committee recommends the Board accept the B2 monitoring report as in compliance, except as noted by the GM. The Finance Committee acknowledges that by accepting B2, the proposed FY2016 budget is also accepted.

The Finance Committee formally endorsed Kevin Gadsby as their choice for GM, taking into account his more extensive & applicable financial qualifications.

*d. B2 – Planning and Budgeting*

The GM reported non-compliance with regards to operating from a multi-year financial plan. The BOD accepted by consensus B2 – Planning and Budgeting monitoring report as out of compliance, with a plan to achieve compliance. The interim GM recommends the BOD hold the next GM accountable for a multi-year plan, which would include a detailed budget for 2016 and a summarized budget for 2017 & 2018.

*e. B6 – Staff Treatment & Compensation*

The GM reported compliance with B6 – Staff Treatment & Compensation. The BOD did not accept by consensus B6 – Staff Treatment & Compensation monitoring report as in compliance. The B6 report lacked the data that would prove compliance. A plan for data monitoring will be drafted by the interim GM. This plan will include but will not be limited to: tracking staff grievances, wage transparency, and auditing timeliness of annual reviews and wage increases.

*c. NCG Member Agreements*

The BOD agreed by consensus to table this agenda topic until the November 19th meeting.

**Homework**

Full Board

I. Review NCG Member Agreements and email Brittany concerns

MOC

I. Redraft charter

Brittany

I. Draft data monitoring system for B6

2. Audit Policy Register for policies in the B section that are out of compliance
3. Research concerns pertaining to NCG Member Agreements

**Parking Lot**

Board topic "speaking with one voice" again added to parking lot.

**Next Meeting November 19, 2015 – Agenda**

NCG Member Agreements

Management Oversight Committee charter

Register for CBLD

C4 – Meetings

B1 – Financial Conditions and Activities

The BOD adjourned to executive session. No decisions to record.

End of minutes. Submitted by Emily Berry, scribe.