

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

November 16, 2017 6:00pm UU Church, Belfast ME

**Directors Present:** David Balicki, Ernie Cooper (treasurer), Alessandra Martinelli (president), Lindsey Shortz (through preliminaries), Andrew Watkins (vice-president), Zafra Whitcomb (secretary), Violet Zerbe

**Absent:** Betsy Garrold, Shannon Grimes

**GM:** Doug Johnson

**Staff:** Emily Berry (scribe)

**Owner:** Alex Koch

**Facilitator / Time-keeper:** Alessandra Martinelli

### **Agenda Review**

The BOD agreed to add time between *Preliminaries* and *Board Administrative Matters* for an update from Lindsey. The BOD also agreed to table the discussion and decision of policy C4 until the December meeting. Additionally, the BOD added a discussion of the Staff Representative Election and a review of Slow Money Maine to *Board Administrative Matters*. With these adjustments, the BOD approved the agenda by consensus.

### **Announcements**

The new issue of *Cooperative Grocer*, which contains an article about P4, is available for directors. Sen. Angus King will be visiting the Co-op on Tuesday, November 21 for lunch with Alessandra and Doug and a tour.

### **Minutes of Previous Meeting**

The minutes of the October 26, 2017 BOD meeting were approved by consensus.

### **Owner Comments**

A new owner was pleased that the signup process was made quick and easy by a cashier.

One owner thought that the Co-op now looks quite generic, and the changes made them think of the “welcome to Walmart” slogan. This same owner felt that there is a power differential that shouldn’t exist and wondered how we get back something that we once had.

Another owner asked when the mural on the side of the building would be done.

One owner thought the BOD meeting sign outside the Co-op entrance was great, additionally, they are excited about the new flooring.

A shopper commented that they were sad the Co-op would be closed the day after Thanksgiving.

An owner expressed that the staff seem standoffish, cold, and busy.

### **Lindsey’s Update**

Lindsey will be back to full time on the Board in December however, she formally resigned from her role as treasurer and recommends Ernie for the position. Lindsey expressed that Ernie has the experience for the office of treasurer, he is good at oversight and has a keen sense of what is needed for this role. She feels it would be a positive and responsible transition for the BOD and the Co-op.

The BOD accepted by consensus the appointment of Ernie Cooper to the office of treasurer.

## **Board Administrative Matters**

### **Treasurer's Update**

The finance committee discussed increasing the Co-op's line of credit through Bangor Savings Bank from \$25,000 to \$100,000. As part of this increase, Bangor Savings Bank agreed to lower the interest on the Co-op's mortgage. The BOD questioned whether Bangor Savings Bank could sell the Co-op's loans, the finance committee will meet with a representative from Bangor Savings to find out. In the committee meeting, they also talked about the large expense of owner discounts. Any action taken on this matter would have to involve the ownership.

The BOD agreed by consensus to increase the Co-op's line of credit through Bangor Savings Bank.

The BOD agreed by consensus to the change of interest rate on the Co-op's mortgage.

### **Board Development Committee**

The Belfast Co-op will host a CBLD training with Thane Joyal Saturday, February 24. The BOD discussed whether they would like to hold their annual retreat on Sunday, February 25. No decision was made.

### **Owner Engagement Committee**

Owner socials will be held the first Tuesday of the month from 4-5pm.

The owner engagement committee will be sending an operational request form to Doug to set up an electronic voting kiosk.

The next owner engagement committee meeting will be held December 5 at the United Farmers' Market with the purpose of brainstorming for the Annual Meeting.

### **Yearly Reflection**

*Alessandra* - Alessandra noted that the summer was difficult, scheduling life around Board requirements, but it feels really great to do important work. She finds watching the store and staff, representing the ownership, and working with Doug rewarding. She observed that humans working together is a fascinating activity. She is pleased that all the directors have agreed to show up and do the work and enjoys that this can be done in many different styles. She ended with "The Co-op is delicious!"

*Violet* - The Co-op is one of Violet's favorite places, and now even more so since joining the BOD. She was excited to see all the recent changes and excited for the changes to come. She has enjoyed the way being on the BOD has changed her dialogue with the community.

*David* - David finds being a director a tremendous learning experience. He noted that he has been able to be more present recently and it is good to be out of his comfort zone. He really likes this Co-op so much and likes that there can be changes but it still remains the same. Through being a director, David feels extra ownership and responsibility. He has found the other directors to be very open, warm, and supportive. He loves going to the Co-op and is pleased he is able to give back and prepare for the future. Concurs with Alessandra that "the Co-op is delicious".

*Ernie* - Ernie finds his short tenure on the Board to be an amazing period of time with a steep learning curve. After years of working as support staff to a board he notes that being on a board very different. Ernie sees the Co-op as a key institution in building community in the area, which he finds incredibly important. He has also found the other directors to be helpful and open and he felt he was instantly in with a group of friends.

*Zafra* - It means so much to Zafra to have new faces on the BOD that are enthusiastic and energetic. In his 10+ years on the BOD he has seen a lot of changes and still the Co-op has been around for 40 years for good reasons. He feels that there is so much to be proud of in the work of sustaining a functioning democratic process for the owners. He sees the challenge of the BOD is to take the alternative economic model of the

cooperative and grow it to serve more the community, to serve the people better. There are so many possibilities to meet this challenge and Zafra is proud to play a small part.

Andrew - Andrew has felt the challenge of coping with home/family versus the BOD, not in terms of time management but in dynamics. He finds that Maine can be an isolating place and he appreciates the travel opportunities the BOD provides to leave our bubble and think bigger thoughts. He is pleased to have found his voice.

#### **Slow Money Maine**

Doug and Andrew both found the Slow Money Maine Daylong gathering on November 8th, to be really good and Judy Wicks, the keynote speaker, to be inspiring. Andrew wondered if there could be slow money for different areas of the state, for example, Slow Money Belfast or Portland. Doug worried about the possibility of local food becoming elitist; slow money encourages paying fair prices for local foods (which the Co-op does) while big ag is subsidized by the government driving down the cost of conventional foods; purchasing food based on morality not economics is a privilege of the elite. Zafra pointed out that the bigger goal of slow money could be to override the subsidy structure.

#### **December Meeting Date**

The BOD discussed holding the December meeting either the 21st or 28th. No decision was made and the conversation will continue via email to include absent directors.

### **GM Reporting**

#### **Alignment**

The heat exchanger for the Co-op's 30 year-old furnace is being fabricated since parts are no longer stocked for this model. The installation will take two days and the whole project has an estimated cost of \$15,000; \$7200 for the part and the remainder in installation, taxes, shipping, etc.

#### **GM Update Report**

There was an all staff meeting in the Co-op's cafe November 12, and the staff seemed excited about the accomplishments of the past year. Doug would love to hold an all staff meeting in the the spring as well, since a fall meeting is particularly (financial) numbers heavy. Doug and Rosemarie, the finance manager, have almost completed the end-of-year checklist for Wegner CPAs and the final reports should be issued mid-January. Doug feels that the Co-op's finances are finally turning a corner and he is feeling strong regarding next year.

#### **B7 - Communication to the Board**

The BOD accepted by consensus the B7 - Communication to the Board monitoring report as in compliance.

#### **B8 - Board Logistic Support**

The BOD accepted by consensus the B8 - Board Logistic Support monitoring report as in compliance.

### **Staff Representative Election**

Topic moved from *Board Administrative Matters*.

The BOD find the Staff Representative Election out of compliance with the bylaws, as the vacancy occurred more than six weeks ago. The BOD seeks the participation and engagement of the staff and would like to fill both vacant staff rep seats in the spring following the general election, as stated in the bylaws.

## **Next Meeting December 28, 2017 - Agenda**

C4 - Board Meetings

C5 - Directors' Code of Conduct

BI - Financial Condition and Activities

Finance Committee BI Recommendation

Board Assignments for Election

## **Homework**

### *Board Development Committee*

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

### *Full BOD*

- Signup for and contact BOD candidates
- Contact Doug re: NVC training (tentatively scheduled for five, two and a half hour sessions, starting the first or second week of January)
- Brainstorm retreat topics
- Send discussion topics for Angus King to Doug or Alessandra
- Revise BI & C6 to include GM/Treasurer quarterly BOD budget review

### *Zafra*

- Send out fall potluck date poll
- Check with UU Church for Dec 28 availability
- Share google calendar
- Help with the BOD filing cabinet

### *Finance Committee*

- Talk to Cathy at Bangor Savings Bank re: selling loans

### *Alessandra*

- Talk to Betsy, Shannon, & Lindsey re:
  - Retreat date of Feb 25
  - December meeting date
- Reach out to Joe re: staff rep

End of minutes. Submitted by Emily Berry, scribe.