

Belfast Co-op Board of Directors Meeting

November 17, 2016 6:00pm Waterfall Arts Building, Belfast ME

Directors Present: Ron Braybrook (vice president), Betsy Garrold, Justin Howard, Alessandra Martinelli (president), Bindy Pendleton, Lindsey Schortz (treasurer), Andrew Watkins, Zafra Whitcomb

GM: Doug Johnson

Staff: Emily Berry (scribe)

Guest: Matthew McKillop

Facilitator: Alessandra

Time-keeper: Justin

Agenda Review

The BOD agreed to add the topics of *Bylaw Committee Update* and *Board Seats* to Board Administrative Matters. With these adjustments, the BOD approved the agenda by consensus.

Announcements

Patti LeClair tendered her resignation as a BOD member.

Minutes of Previous Meeting

The minutes of the October 27, 2016 meeting were approved by consensus.

Member-Owner Comments

A member-owner commented that the price of deli sandwiches are too high for the quality.

A member-owner suggested the Co-op host a workshop focused on teaching low income community members how to shop based on price and quality. Most likely we could get grant money to fund this type of workshop.

A member-owner is unhappy with how much the Co-op spends on board development.

A member-owner commented that the cafe is not yet homey and was hoping there is a plan to shield the glare of the center store fluorescent lights, one that might include plants.

GM Reporting

Alignment / Operations Update

The Co-op had an all staff meeting Sunday, November 13. Doug was able to walk staff through the 2016 Ends Report as well as the year end finances.

This year fresh holiday turkeys are available in-store on a first come first serve basis.

Doug is asking all directors to help bag groceries for customers on Tuesday, November 22 & Wednesday, November 23.

Starting January 1, 2017 member senior discounts will be moved from Tuesday to one transaction any time during the week. Non-member senior discounts will be discontinued. In the prior fiscal year non-member senior discounts made up one-half of one-tenth of a percent of total sales.

New operating standards through NCG require a year end financial review in lieu of the financial compilation the Co-op generally receives through Nickerson Professional Association. The financial review will be completed by Wegner CPA. The Co-op will retain a working relationship with Nickerson Professional Association.

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 Logistical Support monitoring report as in compliance. The BOD noted that the operational definition for sub-policy 4.3 should state “written notice will be displayed in the newsletter, online, and *in-store* announcing Board meetings, times and location”. The BOD requests clarification, both the definition and description, on the term secure storage used in the operational definition of sub-policy 5.

Board Administrative Matters

Treasurer’s Update

The Finance Committee is encouraging the BOD to look at quarterly reports instead of monthly. Store inventory is completed once every three months, which means that the figures from the first two months of each quarter are estimates. Quarterly reports can give a more definitive rather than speculative picture of the financial status of the Co-op.

Board Development Committee Report

To be in compliance with the Board Development Committee Charter, the committee requires another member. The committee is actively recruiting qualified members.

C4 – Board Meetings

The BOD accepted by consensus C4 – Board Meetings as in compliance. Discussion around the C4 policy included executive sessions, that non-directors will be formally invited to executive session at the time of adjournment; dissent language, that the facilitator will ensure directors have the option to voice dissent during discussion and stated dissent is noted in the minutes; and access to printed copies of BOD meeting packets, the BOD currently have access to information through a staff-only area where meetings are sometimes held.

Membership Committee

The membership committee presented its updated Charter to the BOD for approval. The BOD requested edits to the committee’s duties and the Charter resubmitted at the December BOD meeting.

At this point the BOD agreed by consensus to extend the meeting by 10 minutes.

Bylaws Committee

The Bylaws Committee held its first meeting in November and established priorities for changes to be voted on in the upcoming election cycle. The top priorities for bylaw additions are addressing abandoned equity and at-risk equity. Low priority is to revisit the bylaws in its entirety within 2 – 3 years.

Board Seats

Patti LeClair resigned her BOD seat and with that her role as Secretary. The BOD agreed by consensus to appoint Zafra Whitcomb as Secretary. The BOD currently has 8 members. The Bylaws states: “The Board will consist of no fewer than nine (9) and no more than thirteen (13) Co-op

members in good standing, except during those interim periods during which any Board seat becomes vacant prior to being filled as provided for hereinafter.” The seat will be filled at the next BOD election and until that time quorum will be reached with five directors present at each meeting.

Homework

Alessandra

- Contact other co-ops' BOD for direction on B6 regarding staff survey and other data used

Bindy

- Contact Debbi regarding Co-op archivist

Board Development Committee

- Work on a protocol for methods of communication

Full BOD

- Send Emily feedback on candidate recruiting materials

GM

- Include the prior year as well as the prior month member count data in the GM Update Report
- Research fire-rated storage for historical and sensitive materials

Scribe

- Look through minutes for dissent language
- Appendix committee charters in the Policy Register
- Edit Membership Committee Charter
- Update candidate target list
- Email updated candidate info sheet

Zafra

- Publish survey of upcoming self monitoring in the first week following the BOD meeting

Next Meeting December 22, 2016 – Agenda

B5 – Treatment of Customers

B1 – Financial Conditions and Activities

C5 – Directors' Code of Conduct

Membership Committee Charter

Recruiting BOD members

End of minutes. Submitted by Emily Berry, scribe.