

Belfast Co-op Board of Directors Meeting

November 19, 2015 6:00pm Waterfall Arts Building, Belfast ME

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

Interim GM: Brittany Baird

Staff: Emily Berry (scribe)

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

Agenda Review

The agenda was amended to add two items. First, formal approval of Brittany's contract extension, discussed as the first topic of *Board Administrative Matters*. And second, the minutes of the Membership Committee meeting, discussed as the last topic of *Board Administrative Matters*. The amended agenda was approved by consensus.

Announcements

Kip has volunteered to drive to Bangor early Monday morning, November 23, to pick up the refrigerator truck for the Thanksgiving turkeys. Thank you Kip.

Minutes of Previous Meeting

The minutes from BOD meeting October 29, 2015 list the incorrect monitoring reports under the *Next Meeting November 19, 2015 – Agenda*. The correct monitoring report is B1 – Financial Condition. The BOD approved by consensus the minutes from October 29, 2015 with the edit to the *Next Meeting November 19, 2015 – Agenda*.

Member Comments

A member, referring to an update in *Rootstock*, thought changing the Round-up program to one recipient a month and having the recipients for 2016 already locked in was a bad idea.

A member thought that having a partisan politic table in front of the store was a bad idea that suggests Co-op support for a particular candidate.

GM Reporting

a. Operations update

Brittany added to the report by saying that the monthly budget projections are based in part on historical data. This year's net profit for October is unprecedented. The numbers for October 2014 were effected by large maintenance expenses, a larger advertising budget, an additional pay period, and weather related loss of revenue.

b. Treasurer's update

Zafra, Brittany, and Jerry met with CPA, Mike Nickerson to discuss possible changes to financial statement services. There are three levels of financial statement services offered by CPAs: Audits, Reviews, and Compilations. In the course of this discussion, it was determined that a full audit was not what the Co-op required. The Finance Committee is looking for an analysis of the Co-op's financial systems focusing on risk and fraud. What the Finance Committee is recommending is a compilation, with the addition of a risk assessment, creating a hybrid financial statement.

c. NCG Member Agreement

The BOD approved by consensus that the Board President authorize the designated representative to sign the NCG Member Co-op Board Resolution.

d. Monitoring Report BI – Financial Condition

The BOD accepted by consensus the BI Financial Condition monitoring report as not in compliance in regards to #1,2,3, with the plan to achieve compliance through the FY2016 budget.

Board Administrative Matters

a. Extension of Interim GM, Brittany Baird's contract

The BOD approved by consensus to extend Brittany Baird's contract through Dec. 12, 2015 with same terms as her current contract.

b. Management Oversight Committee charter

The BOD approved by consensus the Management Oversight Committee charter with the following edits: when a policy is referenced to list said policy and define recent employment as within two years.

c. CBLD

The BOD approved by consensus the signing of the 2016 CBLD participation agreement by the Board President.

d. C4 – Meetings

The BOD accepted by consensus that historically the BOD has not been compliant with C4, in regards to #3, specifically the stated purpose of executive sessions and the announcement of the executive session on the published agenda. The board will move forward with the intent to become compliant.

e. Board Development Committee report

The BOD approved by consensus the date change of the annual BOD Retreat from February to May. A date in May has yet to be determined.

The BDC would also like to make the BOD aware that terms are ending for four Directors and this is likely to impact nominations and elections.

Parking Lot

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

Homework

Full BOD

1. Research topics for next year's education plan

Alessandra

1. Write BOD article for Jan/Feb issue of *Rootstock*

Doug

1. Respond to member comment re: Round-up program
2. Respond to member comment re: tabling policy

Brittany

1. Draft proposal for ongoing consultation

Management Oversight Committee

1. Edit charter

Board Development Committee

I. Reword minutes for *d. C4 – Meetings*

Next Meeting December 17, 2015 – Agenda

B7 – Board Communication

B8 – Board Support

C5 – Directors' Code of Conduct

Review and update of next year's education plan

The BOD adjourned to executive session regarding the Interim General Manager position and a legal briefing. [Note: Doug Johnson did not participate in the Executive Session.]

Reconvening to regular session the board decided by consensus to offer employment to Doug Johnson as Interim General Manager of the Belfast Co-op.

End of minutes. Submitted by Emily Berry scribe.