

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

November 21, 2019, 6:15 pm; UU Church, Belfast ME

**Directors Present:** David Balicki (treasurer), Annie Bussiere (secretary), Ernie Cooper, Evans Goff, Kate Hanson, Crystal Howard-Doliber (vice-president), Alessandra Martinelli, Heather Selin (president), Edward Sheridan, Andrew Watkins.

**Absent:** David Gibson

**GM:** Doug Johnson

**Staff:** Emily Berry

**Facilitator / Timekeeper:** Heather Selin

### **Agenda**

In David G.'s absence, Edward volunteered to lead the Expansion Committee discussion. With this adjustment, the BOD approved the agenda by consensus.

### **Announcements / Check-in**

Evans is excited for the new cheese case in the Meat & Cheese Department.

Annie has begun BOD recruitment discussions with owners and encourages others to do the same.

Andrew has identified 16 food co-ops that he plans to visit during his Greenway bike ride.

### **Minutes of the Previous Meeting**

The BOD agreed to add the word "may" to the Bylaws Committee discussion. This portion will now read "The BOD will write an article on the bylaw revisions for the Jan/Feb issue of *Rootstock* and may hold a forum on the bylaws in January." The BOD approved the amended minutes of the October 24, 2019 meeting by consensus.

### **Owner Comments**

David B. was approached by an owner who expressed their concern that those against Nordic Aquafarms has had two tabling events outside the Co-op while those for Nordic Aquafarms were declined access to tabling opportunities. Doug responded that this owner's concern had been addressed.

In an extended discussion, the BOD talked about how the Co-op received the Belfast Area Chamber of Commerce's Hometown Heritage Award which was sponsored and presented by Nordic Aquafarms. Each of the Chamber's awards are presented by the business which sponsors (pays for) that award. Although there was trepidation among some board members about accepting the award, directors expressed that the event went well and was a good networking opportunity. The *Republican Journal* published a letter to the editor that concludes that the Co-op should have turned the award down due to the Nordic sponsorship.

## **Board Administrative Matters**

### **Expansion Committee**

The BOD had a long discussion about Co-op expansion in which they concluded that there is still much pre-expansion planning that needs to be done for both the BOD and operations. Each director was given a chance to share their thoughts. Doug will be reevaluating the pro forma and the financial benchmarks that need to be met for expansion to be feasible. The BOD will be thinking about how the overall goal of expansion fits into the Ends Policy as well as what they would like to see from expansion and how to convey that in policy.

### **Finance Committee**

During their November meeting, the Finance Committee reviewed the regular monthly financial reports for October and did not have anything to note to the BOD. The FinCom contacted Bangor Savings Bank regarding possible repercussions from CBD sales. Bangor Savings Bank responded that there are no repercussions as long as CBD sales are less than 50% of the Co-op's total revenue.

### **Board Development Committee**

The Board Development Committee requests that directors begin actively recruiting owners to run for BOD seats.

### **C4 - Board Meetings**

The BOD acknowledged that they are always working toward being more efficient with their meeting time and agreed to accept by consensus C4 - Board Meetings as in compliance.

### **Owner Engagement Committee**

The Owner Engagement Committee is currently setting up online voting with Simply Voting.

The OEC presented a revised version of their charter which indicates that all members of the committee are subject to the advice and consent of the full BOD and adds a section for Owner Events and Activities. The BOD approved by consensus the Owner Engagement Committee's charter.

## **GM Reporting**

### **Alignment**

Doug and Naya, the HR Manager, have been going through the health care plans for 2020 and will have three options chosen by November 22nd with help from the staff. The Co-op's current plan increased in cost by 41% for 2020. To keep worker's costs close to the same as 2019, the Co-op will increase its contribution to premiums to \$320 per month per individual for the base plan, as well as increasing its contribution to deductibles.

Operations feels prepared for Thanksgiving sales. Mainly Poultry experienced a 'crop failure' and will not be able to provide turkeys this year. The Co-op will still be selling Tide Mill turkeys as well as turkeys from another local farm. Directors were encouraged to participate in grocery bagging on the Tuesday and Wednesday before Thanksgiving and a sign-up sheet was sent around.

### **GM Update Report**

The BOD asked about the negative net income for the month of October and Doug cited a workers comp insurance \$3000 audit payment plus additional cost on the personnel side as a contributing factor.

When asked, Doug also explained that the community bulletin board in the vestibule will remain at its current size and operations has plans for the unoccupied wall space which should be implemented by the end of December.

**A - Global Ends (continued)**

The BOD discussed A - Global Ends sub-policies A2 through A5, having already discussed and accepted A1 as in compliance at the October meeting.

The BOD pointed out two areas that were not found in the monitoring report but could add weight to the claim of compliance. Under sub-policy A2, Doug touches on key recommendations from the USDA 2015 - 2020 Dietary Guidelines in his operational definition of *healthy & nutritious* but the Co-op also sells items for individuals with dietary restrictions whose needs may fall outside USDA guidelines. Additionally, under sub-policy A4, Doug provides a list of classes/workshops and *Rootstock* articles as data regarding a greater understanding of health, food systems, and economic and environmental sustainability. Directors noted that shoppers are being educated throughout the store through various signs and personal interactions. The Co-op also has a social media presence that works toward educating the community. It was suggested that the Ends could be shortened and made less specific.

The BOD accepted by consensus the A - Global Ends monitoring report, sub-policies A2 through A5, as in compliance.

**Next Meeting Agenda - December 19, 2019**

C5 - Code of Conduct

B1 - Financial Condition & Activities

Yearly Reflection

**Homework**

Full BOD

1. Take C5 poll
2. Review & add to [Board Guidelines](#)
3. Think about potential BOD members
4. Send owner comments to Emily for compilation
5. Think about *Rootstock* article topics
6. Review FY2020 Business Plan and ExpCom minutes for expansion benchmarks

Doug

1. Look into CORE re-enrollment numbers
2. Add Kate to BoDev email list

David B.

1. Review local banks & credit unions' cc reward programs

Board Development Committee

1. Brainstorm strategies for board recruitment
2. Create C5 poll
3. Revisit / take action on stated priorities from Annual Retreat (recap document / calendar)
4. Create Retreat topics document
5. Review proposed purchasing policy
6. Review [2019 Board/Owner Interest](#) spreadsheet

Bylaws Committee

1. Package revised bylaws for presentation to ownership
2. Draft *Rootstock* article by Dec 15

Scribe

1. Update contact sheet
2. Update OEC charter

**Debrief**

Evans took more notes for this meeting than any others, which he took to be a good sign.

Alessandra suggested, as an outgoing director, that the board considers whether or not how we reviewed the Ends this year worked for us or not.

The BOD then discussed how to approach the Ends Report next year with no definitive conclusion.

Annie thought it was a good meeting and everyone spoke well.

End of minutes. Submitted by Emily Berry, scribe.