

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

November 29, 2018, 6:15 pm; UU Church, Belfast ME

**Directors Present:** Ernie Cooper (treasurer), David Gibson (secretary), Shannon Grimes (president), Alessandra Martinelli, Heather Selin, Andrew Watkins (vice-president), Violet Zerbe

**Absent:** David Balicki, Betsy Garrold

**GM:** Doug Johnson

**Staff:** Emily Berry (scribe)

**Owners:** Annie Bussiere, Jamie Cermak, Susie Dixon, Edward Sheridan

**Facilitator / Timekeeper:** Shannon Grimes

In addition to reading the Co-op's Ends Policy and establishing the working agreements for the meeting, the BOD opened their meeting by acknowledging that they were conducting their business on historic Wabanaki tribal lands.

### **Agenda Review**

Shannon offered to lead the Board Development Committee discussion in David B's absence and with this adjustment, the BOD approved the agenda by consensus.

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

On December 8th David G. and his wife, Willow, will be hosting an open house from 10 am -12 pm with Revision Energy to discuss heat pumps and solar.

Andrew attended a program by the Zero Waste Group, a part of Belfast Transition Town, on how to cut down on household waste and he shared the following tips:

- Hannaford will put fish in a mason jar for you.

- Hannaford will slice meat or cheese onto paper which you can then package in your own plastic bag (if you give them the bag, they won't).

- You can buy a box of 86 rolls of toilet paper without the plastic wrapping online (Alessandra noted that you can preorder cases of 7th Generation toilet paper from the Co-op in a similar fashion).

- You can use beeswax wrap instead of plastic wrap.

Several directors attended the Economic Democracy Conference. Shannon noted that not all progressive people are nice and considerate. She found the conference to be vague, talking about the big questions but not a lot of forward action. David G's takeaway was to create abundance not profits. Andrew commented that he has been attending similar functions since 2005 and they are all the same, they aren't offering answers or direction of how to actualize what is in your head. His takeaway was that labor should hire capital not capital hiring labor.

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

The minutes of the October 25, 2018 BOD meeting were approved by consensus.

### **Owner Comments**

Worker-owner, Jamie, stated his interest in a buying policy.

At this point, the directors discussed what results from the owner comments. In short, if the comment pertains to board work it is generally turned into homework; others are passed on to operations.

An owner expressed interest in the Co-op installing a reverse osmosis system as a means of providing water to the community.

Another owner would like a result of the expansion project to be a larger bulk section.

A worker-owner would like a result of the expansion project to be less cramped working spaces.

An owner is excited about the new equity structure.

David G commented that the owner socials are a waste of time as there are often very few or no attendees and the directors' time could be better spent on events or trainings.

An owner heard that the Co-op is planning on carrying national brands as a way to be more friendly to everyone in the community however, they will withdraw their membership if they see Cheerios or Coca Cola on the shelves.

Another owner believes there are too many petition collections outside the Co-op doors, which makes them not want to shop here.

An owner feels that the Co-op should not be carrying South American winter squash.

Another owner thinks the bulk culinary herbs are great!

An owner stated that the food from the café is boring, bland, and expensive. They suggested operations check out the selections at the Lincolnville Center General Store and Chase's Daily.

An owner felt that the BOD should define affordable housing.

An owner declared that the Co-op is a lot friendlier than it used to be.

## **Board Administrative Matters**

### **Expansion Committee**

The Expansion Committee decided that all of its meetings will run 1.5 hours and the next meeting will be held December 10th from 6 - 7:30 pm. During the committee's November meeting, they reviewed the latest draft of the pro forma as well as three pre-design proposals.

The BOD discussed the pace of the expansion project, with many directors expressing concerns about moving too fast. After questioning what putting the brakes on would look like, one director offered that slowing down is acknowledging the pace at which the work is being done, not doing less but changing the expectation of when the work is finished. And when concerns arose about not having a scale model of a new building to present at the Annual Meeting in March, many of the directors agreed that presenting the work that has been done, like improving internal readiness, will satisfy the owners. Doug reminded BOD that work being done now is to determine the feasibility of an expansion project and tasked the directors with figuring out the ends of this project.

### **Treasurer's Update / Finance Committee**

David Gibson was welcomed to his first Finance Committee meeting and due to a change in the meeting time, Jim Miller was also able to attend. During the meeting the committee reviewed the monthly financials, the changes to the equity structure, the most recent draft of the pro forma, and were updated on the status of Wegner CPAs financial audit. No issues were brought to the BOD.

### **C4 - Board Meetings**

The Board Development Committee reviewed policy C4 - Board Meetings and recommended replacing the word "avoid" with "minimize" in subpolicy C4.1 to read "... We will *minimize* committee issues, operational matters, personal concerns and other topics that are not the highest and best use of our time." The BOD agreed to this revision by consensus.

The BOD also discussed defining a meeting, which will be taken on by the Bylaws Committee, as well as the length of subpolicy C4.5, which will be further review by the Board Development Committee who will recommend consolidated language to the BOD if deemed necessary.

The BOD accepted by consensus C4 - Board Meetings as in compliance with a plan for policy change.

*At this point the BOD agreed to shift additional time to Board Administrative Matters and away from the stretch break and GM Reporting.*

#### **Board Development Committee**

Due to the number of board related emails each director receives, the Board Development Committee recommended using specific nomenclature in the subject line to indicate whether the email contains a request for action or information. The BOD determined the subject line should include:

##### **Action:**

With a dated deadline, and if possible more detail about what type of action (i.e. "read by \_\_\_" or "respond by \_\_\_\_"); or

##### **Information:**

This subject line is optional, as the fact you are receiving an email would imply it contains information.

The BOD agreed to adopt these naming conventions by consensus.

#### **Owner Engagement Committee**

The Owner Engagement Committee has set the Annual Meeting for March 10, 2019 at the United Farmers Market, tentatively 2 - 5 pm. A snow date has not yet been scheduled.

The committee discussed discontinuing the Owner Socials with the BOD. Doug stressed the value of having a consistently scheduled time to be available to the owners. For now, the Owner Socials will remain as scheduled.

#### **Bylaws Committee**

The Bylaws Committee has been receiving advice and clarification from an attorney which has been very helpful in the revision process. They are also working on the approval process for the revised bylaws. The first step would be to obtain BOD approval for the revisions. Then distribute the revisions to the owners in an easy to understand fashion followed by a meeting/forum to receive feedback. The committee will then revise, taking the feedback into account, and seek BOD approval again. The presentation will contain the current bylaw language, the recommended revision, and the rationale for the change. The Bylaws Committee discussed holding a special vote instead of rushing to have the changes approved during the March 2019 election or delaying the vote until March 2020.

#### **GM Reporting**

##### **Alignment**

Doug has been working with his HR Manager on the staff healthcare which will be in effect January 1, 2019. There are going to be increases across the board, some of which are fairly substantial. Although they will be staying with Aetna, the new coverage will bring a 25% increase in costs; the Co-op will pay \$300 per employee per month toward premiums, the deductibles also increased and Doug is working on how the Co-op can contribute more toward that. Doug is also researching how to combine healthcare costs with other Maine co-ops.

The annual Early Bird Sale in downtown Belfast is happening on Saturday, December 1st, and the Co-op is providing coffee and snacks to the participating merchants.

#### **GM Update**

The accounting and membership teams have come up with a solid plan for the transition to the new equity structure scheduled for January 1, 2019. Shannon, Ernie, and Doug have drafted a letter to the owners regarding the new equity structure which will be mailed out the week of December 3rd. All owners who generally have payments due in January will instead be billed in February as part of the transition.

Water flow from the loading area behind the Co-op down toward Bella Books will not be addressed by the city and so the Co-op has backfilled the area with gravel, bolstered by sandbags, to mitigate the runoff.

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

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

#### **B8 - Board Logistical Support**

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

### **Next Meeting Agenda - December 27, 2018**

Yearly reflection

B1 - Financial Condition and Activities

C5 - Directors' Code of Conduct

#### **Homework**

Doug

- Share the expansion toolbox with the expansion committee
- Share Bill G. video re: expansion toolbox timeline, with the expansion committee
- Check UFM availability for March 17th (as Annual Meeting snow date)

David B.

- Historical memory from board minutes re: expansion

David G.

- Send email to expansion committee clarifying that it is not about the dream building, it is about the ends

Alessandra

- Send reminder to all re: secret santa
- Draft a *Rootstock* article before Dec 15

Betsy

- Head subcommittee on food sovereignty

Violet

- Send doodle poll re: weekend dates for January potluck
- Fill out ORF for collecting owner emails

Doug/Shannon/Emily

- Discuss google team drive

Expansion Committee

- Figure out the ends of the project
- Fact based pros & cons for housing
- Share personal expansion retreat notes

Board Development Committee

- Create C5 poll
- Create proposal for director training/retraining
- Finalize new director orientation
- Add 'include Doug in D1 poll' to 2019 calendar
- Review C4.5

Owner Engagement Committee

- Follow up with Simply Voting

Bylaws Committee

- Revisit defining a meeting

Full BOD

- Take C5 poll
- Sign up to contact at least 3 people from the 2019 Board/Owner Interest spreadsheet and contact them
- Bring your secret santa gift to the Dec BOD meeting
- Share your intent for the expansion before Dec 10th

Scribe

- Update C4.1

**Debrief / Evaluate Meeting**

One director felt that it was a good meeting. Another director felt the meeting was bogged down in committee reports and action items needed to be highlighted.

End of minutes. Submitted by Emily Berry, scribe.