

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

December 17, 2015 6:00pm Waterfall Arts Building, Belfast ME

**Directors Present:** Ron Braybrook (president), Betsy Garrold, Debbi Lasky, Patti LeClair, Alessandra Martinelli (vice president), Judith O'Donovan, Bindy Pendleton, Kip Penney, Phil Prince (secretary), Zafra Whitcomb (treasurer)

**Interim GM:** Doug Johnson

**Staff:** Emily Berry (scribe)

**Member-Owners:** Nancy Durand Lanson

**Facilitator:** Bindy    **Time-keeper:** Alessandra    **Vibe-watcher:** Phil

### **Agenda Review**

The agenda was approved by consensus with adjustments. The BOD agreed to add space in the preliminaries for a moment of reflection and silence for Jerry Savitz. Under *Board Administrative Matters*, the BOD decided to remove 2016 Board Education plan and add reports from both the GM Search Committee and the Management Oversight Committee.

### **Announcements**

Zafra will be visiting La Montañita Co-op in conjunction with attending Tech Connect in Albuquerque, NM this January.

### **Minutes of Previous Meeting**

The BOD approved by consensus the minutes from November 19, 2015.

### **Member-Owner Comments**

A member-owner wanted to know when the meeting agenda was posted online.

Two member-owners commented that the Deli Grab and Go offerings lacked variety.

A member-owner feels that he does not fit the picture of a co-op member-owner and is consequently shunned by the employees.

A member-owner misses Sunday brunch in the cafe. They felt that the brunch was a social event that the community is now lacking.

A member-owner feels that the price of the take-away sandwiches in the deli is too high for what you get.

A director extended thanks to Doug for accepting the position of Interim General Manager.

### **GM Reporting**

#### *a. Operations Update*

Discussion led to a correction in subcategory 2016 Health Insurance Plan #5 – “we will pick up 50% of the next \$1500” will be changed to “we will pick up 50% of the \$2500”.

It was also noted that the difference between the GM Finance Update and the Key Indicators Report was due to a change in the numbers from when reports were run and printed.

#### *b. Treasurer's Update*

Finding no conflicts in the Bylaws regarding a staff member holding the position of Treasurer, the Finance Committee formally recommended Zafra Whitcomb. The BOD agreed by consensus to appoint Zafra to the position of Treasurer with the term ending at the conclusion of the 2016 BOD election.

The headers in the Key Indicators Reports will be changed from Oct 31, 2015 to read Nov 30, 2015.

An error was noted in the Key Indicators Report Month Ending Nov 30, 2015 – column: YTD prior year, row: sales per Paid Labor Hour, data reads 125 will be changed to read 69.

#### *c. B7 – Board Communication*

The BOD accepted by consensus monitoring report B7 as in compliance with modifications in the text. The BOD has agreed to strike the word "consent" from #6 and the text will now read "Fail to supply for the Board's monthly meeting agenda all decisions delegated to the GM yet required by law, regulation, or contract to be Board-approved." The header of the Belfast Co-op Monitoring Summary Chart will be changed to Belfast Co-op Monitoring Summary.

#### *d. B8 – Board Support*

The BOD accepted by consensus monitoring report B8 as in compliance with modifications in the text. The data of #4 will be corrected to read "Current bylaws, meeting minutes, the most recent annual report, the most recent issue of Rootstock, and announcements regarding the next Board of Directors meeting are located in the "board corner" at the Co-op."

### **Board Administrative Matters**

#### *a. C5 – Directors' Code of Conduct*

The BOD agreed by consensus that the BOD is in compliance with the C5 policy as it is written. The BOD requests that the wording of this policy be revisited by the Board Development Committee.

#### *b. Board Development Committee*

The Board Development Committee recommended that each Director be required to attend at least one outside event during each term and would like to see this reflected in policies C2– The Board's Role and C8– Governance Investment.

#### *d. GM Search Committee*

The position of permanent General Manager has been posted internally, on the Co-op's website, the Co-op's facebook page, on local job-finding sites, as well as co-op and grocery sites. The application deadline is January 13, 2016. The GM Search Committee will compile results and offer a recommendation at the Jan. 28, 2016 BOD meeting.

### **Homework**

Zafra

- Send BOD a revised Key Indicators Report

Doug

- Make a clear distinction between 'internal' and 'external' in the operational definitions of B7 – Board Communication #3 & 8

Phil

- Gather information on how other boards deal with dissenting opinions
- Bring BOD file cabinet key to Co-op and have it placed in the key box.

Full BOD

- Let Judith know by December 24 if you plan on giving up your seat in the upcoming election cycle.
- Decide if you are going to Keene on January 9 and if so please register.

Board Development Committee

- Draft wording for Directors' requirement to attend outside events reflected in self-monitoring policies.
- Draft a rewording of C5– Directors' Code of Conduct #6 in regards to dissenting opinions.

Management Oversight Committee

- Create and distribute a summary of the feedback Brittany provided at her exit interview

Emily

- Add *Homework* as an agenda topic

**Next Meeting's Agenda – January 28, 2016**

2016 Board Education Plan

Mike Nickerson's Report

Search Committee Report

Membership Committee Report

C – Global Governance

D – Global BOD Management

B – Global Constraint

The BOD adjourned to executive session for a legal briefing. No decisions to report.

End of minutes. Submitted by Emily Berry, scribe.