

Belfast Co-op Board of Directors Meeting

December 19, 2019, 6:15 pm; UU Church, Belfast ME

Directors Present: 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 Balicki (treasurer)

GM: Doug Johnson

Staff: Emily Berry

Guests: Jamie Cermak, Michael Walter

Facilitator / Timekeeper: Heather Selin

Agenda

In David's absence, Ernie volunteered to lead the Finance Committee discussion. The BOD agreed to add a discussion of David Gibson's resignation under *Preliminaries* before *Owner Comments*. With these adjustments, the BOD approved the agenda by consensus.

Announcements

Crystal thought bagging groceries the two days before Thanksgiving was a wonderful experience. It seemed both the staff and shoppers appreciated it. She would like to continue this tradition next year.

Minutes of the Previous Meeting

The BOD approved by consensus the minutes of the November 21, 2019 meeting.

David Gibson Resignation

David Gibson submitted his letter of resignation via e-mail, which the BOD accepted by consensus.

Owner Comments

There were no owner comments during this time.

Board Administrative Matters

Expansion Committee

The BOD discussed the future of the Expansion Committee. It was agreed that there is still much the BOD can do to ready itself for expansion and so the ExpCom will meet in January in order to set priorities and outline a path forward, which they will present at the January BOD meeting. It was recommended that Thane Joyal, Columinate Consultant, be invited to participate in the ExpCom's January meeting.

Finance Committee

During their December meeting, the Finance Committee reviewed the regular monthly financial reports for November and did not have anything to note to the BOD.

FinCom discussed signing over authorization of the GM credit cards to the GM, which would give the GM the ability to call in and discuss his/ her own account with the banking institution that holds that account.

The Treasurer has historically held this authorization, however, at this point it is in policy that the Treasurer reviews the GM's credit card statements, which FinCom agrees is sufficient oversight.

The FinCom unanimously agreed to accept the B1 - Financial Condition & Activities monitoring report as in compliance and recommends the BOD do so as well.

C5 - Directors' Code of Conduct

Based on the responses from directors, the Board Development Committee recommends the BOD accept policy C5 - Directors' Code of Conduct as in compliance with a plan for improvement. The BOD discussed the fine line between the BOD's role and operations and helping each other identify that line during BOD meetings.

The BOD accepted by consensus C5 - Directors' Code of Conduct as in compliance with a plan for improvement.

Board Development Committee

BoDev discussed the proposed purchasing policy and concluded that the Ends Policy and Doug's interpretation of it is sufficient to guide the Co-op's purchasing, an additional policy isn't necessary at this time.

BoDev has been discussing board recruitment and asked all directors to identify owners they would contact for recruitment. The nomination packet has been finalized and will be available to owners as soon as the weekend of December 21st. Directors will also be tabling at the Co-op for the purpose of board recruitment as well as hosting an informational session in the Co-op's cafe on January 14th.

BoDev has looked into hosting the BOD's annual retreat at the Hutchinson Center and it was noted by one director that the venue is rather cold and sterile.

Owner Engagement Committee

The Owner Engagement Committee has set the theme of the 2020 Annual Meeting as *All are Welcome*. The OEC has reached out to Front Street Pub about sponsoring one of their trivia nights. Front Street was very receptive and OEC will be choosing a date. On the trivia night the BOD will provide prizes and one round of questions.

Bylaws Committee

The Bylaws Committee will present the finalized package of recommended bylaws revisions at the January BOD meeting. With BOD approval, the bylaws package can then be presented to the ownership.

The BOD agreed by consensus to take the 5-minute stretch break before discussing their yearly reflections.

Yearly Reflections

Each director was given an opportunity to reflect on their Board service during 2019.

GM Reporting

Alignment

Doug discussed the finalized numbers for staff healthcare for 2020. While there are slightly fewer staff enrolling in one of the Co-op's healthcare plans, a larger portion of those are choosing to enroll in the base plan primarily due to increased costs.

Doug explained the Co-op's ongoing effort to resolve abandoned equity, which this fiscal year has resulted in \$100K going back into the Co-op as net income. The remaining \$85K in abandoned equity will be processed in FY2020, after which the Co-op will have the ability to address any discrepancies between the accounting and membership databases on a monthly basis.

On this day, December 19th, Doug received the draft financial report from Wegner CPAs on FY2019. Although the report from the accountants will change the data of the B1 monitoring report submitted at this BOD meeting, it will not change the status of compliance.

GM Update Report

The BOD noted that the number of owners in good standing has dropped below 4000.

Doug discussed how expansion did not warrant its own budget and expenses related to expansion were being tracked in the cash flow statement.

Doug informed the BOD that he would like to engage the NCG Development Cooperative to pick up where he and Bill Gessner left off on expansion feasibility readiness. The contract outlines four stages: financial feasibility, site & design feasibility, real estate negotiations, and organizational capacity & readiness assessment. The financial feasibility pro forma in stage one will be based on the market study.

B1 - Financial Condition & Activities

Doug offered clarity on several specific line items of the cash flow statement.

The BOD was excited to note that this was the second consecutive quarter of positive net income, as well as the second consecutive quarter of reporting full compliance for the B1 monitoring report.

Doug also mentioned that the Co-op intends to continue to conduct in-house inventory and will not be seeking to contract with an outside agency.

The BOD accepted by consensus the B1 - Financial Condition & Activities monitoring report as in compliance.

Next Meeting Agenda - January 23, 2020

B - Global Executive Constraint

C- Global Governance Commitment

D - Global Board Management Connection

Homework

Full BOD

1. **Contact potential BOD members**
2. Take C & D polls
3. Review & add to [Board Guidelines](#)
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

David B.

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

All Committee Chairs

1. Submit annual reports to Doug by Jan 15th

Board Development Committee

1. Brainstorm strategies for board recruitment
2. Revisit / take action on stated priorities from Annual Retreat (recap document / calendar)
3. Update Retreat topics document
4. Review [2019 Board/Owner Interest](#) spreadsheet
5. Request verbal feedback from Doug re: policy D
6. Create ORF re: distribution of candidate info

Bylaws Committee

1. Finalize revised bylaws for presentation to ownership

Expansion Committee

1. Talk about expansion story
2. Compile key expansion documents
3. Schedule January meeting

Scribe

1. Update contact sheet
2. Create / Distribute C & D polls
3. Create BOD google calendar
 - a. Add Thanksgiving grocery bagging event
4. Share the FY2020 business plan

Debrief

Kate appreciated her Co-op t-shirt, which other directors seconded. She also appreciated the snacks provided to liven up the meeting.

End of minutes. Submitted by Emily Berry, scribe.