

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

February 25, 2016 6:00pm Waterfall Arts Building, Belfast ME

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

**Absent:** Betsy Garrold, Kip Penney

**GM:** Doug Johnson

**Staff:** Emily Berry (scribe)

**Member-Owners:** Allen Ginsberg

**Guest:** Mike Nickerson (CPA)

**Facilitator:** Zafra   **Time-keeper:** Bindy   **Vibe-watcher:** Debbi

### **Agenda Review**

After agreeing to move Mike Nickerson's financial report to directly after *Member Comments*, the agenda was approved by consensus.

### **Announcements**

Board Vice President, Alessandra, delivered a healthy baby boy at the beginning of February.

Ireland Hill Farms, in Swanville, will be opening Bud's General Farm Store on Maine Maple Sunday, April 3.

Belfast Planning Board members supported a proposal to establish a year-round indoor farmers market in the former Mathews Brothers showroom on Spring Street.

### **Minutes of Previous Meeting**

The BOD approved by consensus the minutes of January 28, 2016 BOD mtg.

### **Member-Owner Comments**

One member-owner questioned the choice of music played in the store and felt it was too heavy to create a pleasant shopping experience for the member-owners shopping on Tuesdays.

### **Financial Report for Fiscal Year Oct 1, 2014 – Sept 30, 2015**

The financial report for Fiscal Year 2015 [FY2015] was presented by CPA, Mike Nickerson of Nickerson Professional Association. Mike presented a compilation report which conforms to CPA standards but does not involve testing the data for veracity that would be found in a review or audit.

The gross profit for FY2015 was down close to a full percentage point compared to FY2014 resulting in a net profit loss of \$2,081. There are many variables that contribute to a loss of profit but the biggest factors in FY2015 were the increased cost of employee health insurance and the increased occupancy costs.

### **GM Reporting**

#### *a. Operations Update*

The position of Grocery Manager has been filled internally by Judith O'Donovan.

A new organization chart was presented to the BOD and discussion focused on how the restructuring would effect payroll. The goal of the new organizational structure is to increase efficiency, demonstrated by the absorption of various administrative or management roles into established staff positions.

A proposed wage scale was also presented to the BOD. The Belfast Co-op has never had a wage scale

before and the adoption of this wage scale would be a positive step in increasing transparency and empowering staff.

*b. B9 – Emergency GM Succession*

The BOD accepted by consensus the B9 – Emergency GM Succession monitoring report as not in compliance with a plan to achieve compliance. The plan to achieve compliance would include the hiring of a Store Operations Manager [SOM] who would be able serve as an interim GM should the need arise. The position of SOM is currently advertised and is expected to be filled by mid-March. Compliance is also contingent upon the revision of B9's operational definitions to ensure the SOM is sufficiently knowledgeable concerning the Belfast Co-op's governance.

*c. Treasurer's Update*

The BOD agreed by consensus to appoint member-owner Allen Ginsberg to the Finance Committee.

**Board Administrative Matters**

*b. C1 – Governing Style*

The BOD accepted by consensus policy C1 – Governing Style as not in compliance with a plan for achieving compliance. The BOD will revisit the language of C1 which currently does not reflect the aspirational nature of this policy and the flexibility needed to adjust governing styles to meet circumstances.

*c. Board Development Committee Report*

The Board Development Committee revisited policy D4.5 and found that no changes were necessary. [The Board's annual evaluation of the General Management, based on a summary of monitoring reports received from January 1 through December 31, will be completed by February 28. The Board will make its decisions concerning the evaluation no later than March 31.]

The Board Development Committee also presented a first draft of it's charter. The committee asked for feedback and will continue to revise the charter and present a final draft for approval at the BOD meeting in March.

**Homework**

Board President

- Redraft the wording of policy C1 – Governing Style

Board Development Committees

- Revise charter
- Compile report of plans to achieve compliance from the previous monitoring cycle in regards to the C policies
- Review One Voice Cooperative Board Holism and create plan for addressing dissenting voices

Membership Committee

- Create a list of tasks for the Annual Meeting

GM

- Revise the operational definition for policy B9 – Emergency GM Succession

**Next Meeting March 24, 2016 – Agenda**

C2 – The Board's Role

B1 – Financial Condition and Activities

B4 – Membership Rights and Responsibilities

The BOD adjourned to executive session for a legal briefing, no decisions to record.

End of minutes. Submitted by Emily Berry, scribe.