

Belfast Co-op Board of Directors Meeting Minutes, February 26, 2015

DIRECTORS PRESENT: Nick Bombardier, Cindy Canavan, Ron Braybrook, Betsy Garrold, Chris Groden, Doug Johnson, Debbi Lasky, Alessandra Martinelli, Kip Penney, Phil Prince, Janis Stone, Zafra Whitcomb

GMT: Joe Jordan, Chris Grigsby, Mylisa Vowles

MEMBERS: Susan Lauchlan, Jeanne Gail-scribe

ABSENT: Jean Lenderking, Bindy Pendleton, Jerry Savitz

FACILITATOR: Zafra TIME-KEEPER: Janis VIBE-WATCHER: Debbi

ANNOUNCEMENTS:

1) Zafra will be out of town March 7-12.

2) "P-6" Co-op Workshop is scheduled for Saturday April 25th

CONSENT AGENDA: Includes minutes of special meeting held January 31 during the board retreat. One spelling correction, and one redaction, otherwise accepted by consensus.

MEMBER CCOMMENTS:

1) A member stated that she didn't understand the reason for the by-law changes proposed on the ballot. Also had difficulty finding the agenda for this monthly meeting, and for the business meeting in the Annual Meeting, on the website.

2) A member voted against the by-law changes on board decision-making because no explanation was given as to why they were needed or what type of process would be used.

3) A long-term Annual Meeting goer asked, "Why should I attend this Annual Meeting?"

ELECTION UPDATE: Directors are requested to be present in the store during the upcoming member super sale to hand out ballots. If you need more ballots, ask the floor manager to print them.

MEMBERSHIP COMMITTEE: The Annual Meeting will be Sunday March 22 at the Shrine Club. Social hour with snacks, wine, and beer from 4 to 5 pm. Business meeting 5 to 6. Buffet dinner 6 to 7:30, for which reservations must be made by March 8. There will be live music and 3 basket raffles.

GMT: Monitoring Report B1 - Financial Conditions and Activities

In response to the report received, several discussion topics were raised. First a question of how other Co-ops are doing financially. Confidentiality prevents revealing data from individual companies, but it would be helpful to present data in aggregate from our peer group Co-ops, particularly as to which quartile we are in. Another question was how to tell whether growth of our Co-op is "insufficient" relative to Waldo County population growth. The GMS said they are planning a membership drive this summer. As to the question of how would we know that the Co-op has met all of its financial obligations, there are the communications from the GMT, the President, the Treasurer, the Finance Committee, and annual reviews by the mortgage office of the Bangor Savings Bank, our accountant Mike Nickerson, and the Finance Department of the National Co-op Grocers, as well as the lack of tax liens or court cases. Several directors noted that the deficit in the first quarter suggests that we are not in compliance. Typical for this time of year, there were 2 full day and 3 half-day closures, and also several days when we were open, but saw few customers. Also we made some significant infrastructure investments, such as the produce cases.

The report was accepted with acknowledgement of noncompliance in the first quarter, with an acceptable plan for accomplishment of compliance.

Monitoring Report B9 – Succession Planning  
No discussion. Accepted as in compliance.

GMT Operational Update. Brief discussion explaining and emphasizing need for all Board requests of the staff, and staff requests of the Board, go through the GMT.

BOARD DEVELOPMENT COMMITTEE: Monitoring Report C1 - Governing Style  
There were several gaps in the review of this report: no report was submitted; about half of the directors did not have a copy of the Policy in hand; no one could come up with a definition of “successful democracy;” and the often raised issue of no goal or long term plan without having an ends statement. One director stated his view that the whole Board, not the Long-Term Planning Committee, should plan strategies for five-year, ten-year etc., plans. It was decided that we are not in compliance. An ad hoc work group, led by Doug and Ron, will develop definitions and criteria, in particular for “strategic leadership” and “successful democracy.”

Board Development business: The Keene Co-op Cafe is next weekend. Doug, Alessandra, Chris Grigsby, and staff members Judith and Linnea are planning to attend.

The “P-6” conference is scheduled for Saturday, April 25th.

MEETING REVIEW:

The attending member suggested that we put on the agenda of the Annual Meeting an introduction to Policy Governance.

HOMEWORK:

all review the Four Pillars article

Keene Co-op Cafe is next weekend

Monitoring Reports C2, Board's job, and B4, Membership are on for next month  
C1 work by Doug and Ron

Annual Meeting committee: formulate agenda for business meeting

AM committee will walk through the Shrine Club March 4 at 10 am

Phil will post explanation of by-laws changes from newsletter for voters to see

Ends working group to meet March 11

AGENDA FOR NEXT MONTH:

Ends statement

NEXT MEETING: March 26 FACILITATOR: TBD

Board adjourned at 8:15 pm for Executive Session.

End of minutes. Submitted by Jeanne Gail, scribe