

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

March 24, 2016 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)

**GM:** Doug Johnson

**Staff:** Emily Berry (scribe)

**Member-Owners:** Lindsey Schortz

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

### **Agenda Review**

The agenda was approved by consensus with no adjustments.

### **Announcements**

The 3rd Annual Principle Six Conference will be held Saturday, April 30. Directors interested in attending please contact Zafra, who will be handling the financial end. Self-registration will be open soon so please put this on your schedule.

LD 783 Proposing an Amendment to the Constitution of Maine To Establish a Right to Food, has passed in the House and will be voted on in the Senate. It is not too late to contact your Senator and urge them to vote in favor of this amendment.

FedCo has scheduled its first days for picking up orders on April 29 & 30 from 9am – 3pm.

Judith will be attending Rising Stars Natural Foods Leadership and Development Seminar, April 26 – 28 in Burlington, VT and will be absent from the April Board Meeting.

### **Minutes of Previous Meeting**

Approved by consensus the minutes of February 25, 2016 BOD meeting.

### **Member-Owner Comments**

A member-owner and a Director stated that the sandwiches from the deli are too expensive.

A director stated that it is nice that the Co-op has the Co-op Basics program, the CORE program, and senior discount days but the perception remains that the Co-op is too expensive. In addition, there is still the common misconception that one must be a member to shop here.

### **GM Reporting**

#### *a. Operations Update*

The position of Marketing Manager has been filled by an external candidate, Carisa Carney. Doug will be in Chapel Hill, NC April 5 – 8 attending NCG's spring meeting. This meeting is for NCG designated representatives and is fully paid for by NCG.

Doug has applied for Consumer Cooperative Management Intensive (CCMI) and the vetting process will begin shortly. Should he be accepted, he has already secured \$1400 for travel expenses from NCG for the two in-person training sessions. The first in-person training session will be held May 9 – 10 in Seattle, WA; and the second will be held August 23 – 25 in Chapel Hill, NC.

The idea of changing the number of Common Cents recipients from 12 to 24 per year was discussed and a straw poll found a majority of directors were in favor of this change, no decision was made.

During the broader discussion of charitable giving, it was suggested that *Rootstock* include a 'letter to the editor' type section as another opportunity to garner member-owner input.

*b. B1 – Financial Conditions and Activities*

The GM reported non-compliance with policy B1 – Financial Conditions and Activities in regards to sub-policy 2: The GM must not allow operations to generate an inadequate net income. However, the BOD recognizes the seasonal nature of the Belfast Co-op in the annual budget and since the store is currently operating above budget, the BOD by consensus did not accept the B1 monitoring report as not in compliance. The BOD requested the GM to review suggested report changes with the Finance Committee and resubmit the B1 monitoring report at the April meeting to report compliance.

*c. B4 – Membership Rights and Responsibilities*

The BOD accepted by consensus policy B4 – Membership Rights and Responsibilities as in compliance. Within the next monitoring period the BOD would like to see updated language regarding patronage dividends in all membership materials as well as the Bylaws.

## **Board Administrative Matters**

*b. Board Development Committee*

The Board Development Committee Charter was reviewed and due to numerous suggestions, will be resubmitted to the BOD for approval at the meeting in April.

*c. Election Update*

As of Thursday, March 24, 146 ballots had been cast. The ballot was available at the annual meeting and voting has continued in the store, where ballots are available at the ballot box near customer service as well as on the Co-op's website. Voting is scheduled to end April 17. In past election cycles, online voting has been researched and the cost was estimated at \$1800. The BOD will be once again looking into online voting for future election cycles with the hope of finding a more cost effective alternative.

## **Tabled Items**

The BOD agreed by consensus to table the following topics for the April 28 meeting:

*C2 – The Board's Role*

*Board Holism*

*G2G Market Study*

*Departing Director Remarks*

## **Homework**

### **GM**

- Resubmit monitoring report B1 – Financial Condition and Activities to report compliance.
- Work with the Marketing Manager and Membership Committee on updating membership materials.

### **Full BOD**

- Send opinions on C2 – The Board's Role, regarding the creation of sub-policy 9 describing the Board's policy in communicating to member-owners, to the Brd Dev Comm by April 1.
- Send opinions on C3 – Agenda Planning to the Brd Dev Comm by April 1.

### **Board Development Committee**

- Rewrite membership clause of Charter.

### **Finance Committee**

- Reword language regarding Patronage Dividends incorporating 'at risk' language.
- Begin discussion of CORE program.

Membership Committee

- Begin discussion of CORE program.
- Work with GM and Marketing Manager on updating membership materials

**Next Meeting April 28, 2016 – Agenda**

C2 – The Board's Role

C3 – Agenda Planning

B1 – Financial Condition and Activities

B5 – Treatment of Customers

Board Development Committee Charter

Board Holism

G2G Market Study

Departing Director Remarks

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

End of minutes. Submitted by Emily Berry, scribe.