

Belfast Co-op Board of Directors Meeting Minutes, April 23, 2015

DIRECTORS PRESENT: Ron Braybrook, Betsy Garrold, Debbi Lasky, Alessandra Martinelli, Judith O'Donovan, Bindy Pendleton, Kip Penny, Phil Prince, Jerry Savitz, Zafra Whitcomb, Doug Johnson
GM s: Joe Jordan, Chris Grigsby, Mylisa Vowles GUEST: Thane Joyal, CDS Consultant
ABSENT: Nick Bombardier, Cindy Canavan (resigned, see below), Chris Groden, Janis Stone (technically their last meeting, as newly elected members are installed at this meeting)
FACILITATOR: Kip TIME-KEEPER: Bindy VIBE-WATCHER: Debbi

ANNOUNCEMENTS & INTRODUCTIONS

Joining us tonight: Judith O'Donovan, 2nd Staff Rep to BOD, Thane Joyal, CDS Consultant
We heard back from Rising Tide: they will have Board Orientation 101 Saturday May 30, 8:30-4:00.
Anyone interested in attending should let Bindy know at least 1 week in advance (May 20th).
Principle 6 Conference is this Saturday in Augusta. Those attending work out ride-sharing.
FEDCO's Order Pick-up Days are May 1-2; the Spring Surplus (and general supplies) Sale is May 8-9.

CONSENT AGENDA:

Items pulled out for discussion: MOC report; Finance Committee, financials; text on Patronage Dividend for member pamphlet.
Otherwise, accepted by consensus

MEMBER COMMENTS:

Several members expressed concern on not seeing Susie working in the store.
A couple of downtown business people wanted to be able to get lunch as early as 10:30. A GM responded that it will be ready by Mothers' Day, and that the cold line is always open.

ELECTION REPORT (Member balloting)

There were 389 ballots received, of which 383 were valid.
The ballots were counted by Karen Gleeson, Paul Nyren, Phil Prince, and Paul Sheridan

Yes No Abstain

On Ron Braybrook running for Director 340 10 20

By-law changes:

Question 1: Article XI, Patronage Dividend 350 15 14

Question 2: Board decision-making 306 48 25

Question 3: Number of Board Directors 331 32 16

Question 4: Board Director Term Limit 307 54 18

NOTE: A new copy of the By-Laws, reflecting these changes, is in the packet, and also available in the front of the store in a pocket-sized version. The By-Laws committee will review the new edition to make sure it is correct.

Appreciation was expressed for outgoing Director, Jean Lenderking.

ELECTION OF BOARD OFFICERS:

The following Directors accepted their nominations and were elected by consensus:

Alessandra Martinelli, Vice President; Ron Braybrook, President; Jerry Savitz, Treasurer; Phil Prince, Secretary.

Our thanks to Bindy for her years of work as President of the Co-op Board. Bindy and Debbi will be available to help the new President and Vice President settle into their roles.

ELECTION OF STAFF REPRESENTATIVE:

Judith O'Donovan was elected by the staff, with 26 votes, over 12 for the other candidate.

GMT OPERATIONS REPORT:

MONITORING REPORT: B5 – Treatment of Customers.

There was discussion on whether "All" customer comments were reviewed, distributed, responded to, and placed in the Membership Area for public viewing." The process explained by GM is that all comments, unless malicious, are forwarded to Dept. Managers for them to answer, and then posted on the member bulletin board. Two directors expressed concern over whether all customer comments were received and acted upon; one requesting numerical data showing improvement in numbers of responses to written comments. Staff have all received customer service training with recent increase emphasis of DMs responding to the written comments. Re: customer counts, it was acknowledged that has been 'down' for the past several months with the GMs having some 'correction plans' in the works for this, but did not include it in the report.

The report was accepted with acknowledgement of partial noncompliance, returning next month with an action plan for 1) data collection improvement for customer response 2) increased customer count strategies.

OPERATIONS UPDATE: [Comments by Thane on this issue were inaudible]

Request by some directors for this month's Op Report and Finance Comm. report to be put on next month's agenda, at the beginning and given "sufficient time". Store performance data to be read by all for that discussion next month.

MOC REPORT: Pulled out of consent agenda for discussion. Two meetings occurred this past month. The earlier meeting report was included in the Board packet, the 2nd meeting was recent so the report was passed out just before tonight's meeting.

The MOC recently received via the GMT a general summary of the CDS staff survey and recommendations from Melanie. Because of the possible confidential nature of the materials and due to 'potential conflict of interest' of staff directors, the MOC wanted to read the report and have committee discussion how to handle the information & recommendations with the rest of the Board. Comments and questions erupted regarding this information. Thane advised us that it is acceptable and useful for the Board to receive the results as they relate to our policies ie. B6. She stated that there are 3 ways to evaluate compliance: by internal report, even if it is a survey; by external report or survey; and by direct inspection.

Homework MOC agreed to work with the GMT to provide a summary of the CDS report & recommendations.

The GMT agreed to provide B6 correction plan and rough timeline for addressing areas of concern. The GMs requested that Directors (especially newer ones) be educated on the role of the MOC and that a written charter for the committee include qualifications of potential directors coming onto the MOC.

BOARD GOVERNANCE MONITORING REPORT: C3 – Agenda Planning

As reported in BDC notes the committee reviewed C3 and felt the BOD was non-compliant with C3#1. The BOD calendar needs to be redone. Specifically a multi-year work plan for GM evaluations and election dates. The multi-year plan could be tasked to the Long Range Planning Committee. C3, # 2 in compliance but could use improvement which Thane has agreed to work with us on. C3#3 in compliance. Board Development committee will work on the calendar.

GLOBAL ENDS POLICY:

A draft was received, and there were several objections or comments. One director commented that there is no mention of economic survival. Another thought the word “just” was hard to define. There were questions about specifying a store only, a retail store only, and a democratically run store. All those with objections or revisions contact the Ends Committee members Alessandra, Doug, and Ron. Note, one director asked, “What is an Ends Policy, and how does it differ from a Mission or Value Statement?” One of the Ends committee writers answered that it is for us. Another director mentioned the Ends Policy is the Global, or capstone Policy under which all the other policies in Policy Governance must operate directions from the Board to the GM.

BOARD HOLISM: Postponed until next meeting.

CINDY’S RESIGNATION:

The reason for her leaving may never be clear. It apparently had some to do with miscommunication via email. We agreed that email is not the best medium to air sensitive or personal communication. Some are uncomfortable with email because it does not convey tone or nuances as in-person or even telephone communication can. At least one director can only receive intermittent email from their server– others are completely comfortable and content with email messages. There was general agreement that new methods of communicating these difficult matters should be in place, and some were suggested, but no action was taken.

FINANCE COMMITTEE AND HOMEWORK FOR NEXT MONTH:

[Note this was pulled out of the consent agenda for discussion.]

Some reacted with surprise to some of the suggested ways of cutting costs given by the GM s in a 2-page list, for example reducing the number of GM s from 3 to 1 over several years. Joe stated that it is vital that we have “Plan B” in mind in case “reality” demands it. Thane added that it is our job to consider cost-cutting proposals ahead of time; that Co-ops all over are doing it in this economic environment.

NEXT MEETING: May 28th. FACILITATOR: Ron

AGENDA: GMT Op report & Finance Comm. reports from April,

Proposed date change for elections, Committee assignments

Board holism

Language for Patronage Dividend (if it is ready)

HOMEWORK:

GMT Correction Plan for B5 (customer count) & update on B6 by GM s

MOC work with GMs to provide whole board with CDS consultant's summary & recommendations

Monthly Monitoring Reports due- GMT: B1 & B3, BOD D2

BDC - BOD Calendar Plan

Ron, Alessandra, Bindy Skype with Thane re: agenda planning

Phil&Finance Comm work on wording of Patronage Dividend

All: be prepared to discuss financials

All: send comments and revisions to Ends Policy writers

PARKING LOT:

"Are Board officers automatically on MOC?" someone asked, Bindy & Debbi answered "No"

End of minutes. Submitted by Jeanne Gail, Scribe