

Belfast Co-op Board of Directors Meeting

May 26, 2016 6:00pm Waterfall Arts Building, Belfast ME

Directors Present: Ron Braybrook (president), Betsy Garrold, Justin Howard, Patti LeClair (secretary), Alessandra Martinelli (vice president, treasurer), Bindy Pendleton, Lindsey Schortz, Andrew Watkins,

Absent: Judith O'Donovan, Zafra Whitcomb

GM: Doug Johnson

Staff: Emily Berry (scribe)

Other: Alice Beck (former owner), Nancy Durand Lanson (current owner)

Facilitator: Bindy **Time-keeper:** Lindsey **Vibe-watcher:** Patti

Agenda Review

The agenda was approved by consensus with the adjustment of switching *GM Reporting* with *Board Administrative Matters*.

Announcements

Betsy attended the Cooperative Development Institute (CDI) board retreat and would like to remind the BOD and operations that CDI is a resource that could be utilized more often. As a result of the retreat, several members of the CDI board formed a public policy working team and will be drafting a white paper here in Maine.

Minutes of Previous Meeting

The BOD approved by consensus the minutes from April 28, 2016.

Member-Owner Comments

Former member-owner, Alice Beck, ended her membership last summer after observing an overall unfriendly attitude in Co-op staff and attended this BOD meeting to relay the details of a recent upsetting customer service interaction.

Board Administrative Matters

Election of Officers

The BOD accepted by consensus the appointment of Ron Braybrook to the office of president; Alessandra Martinelli to the offices of vice-president and temporary treasurer; and Patti LeClair to the office of secretary, for the 2016 term.

Board Development Committee

The board development committee has been discussing how to maximize its effectiveness and will begin proposing actions to be taken by the full BOD, for example: requests from the GM, researching bylaw changes, etc.

The board development committee proposed that the BOD request, from the GM, space in the store to be designated for the BOD. The BOD agreed by consensus to request space from the GM. The GM agreed to create designated space for the BOD.

The board development committee proposed a half-day team building retreat to take place in the fall 2016. Initial interest was strong and plans will be made for a community enrichment activity.

The board development committee proposed the BOD request the finance and bylaws committees to research and work on a bylaw that would address abandoned equity. The finance committee reported having started this process and will update the BOD at the June meeting.

The BOD requested the board development committee research hiring a facilitator to run the monthly meeting.

D2 – Accountability of the GM

The BOD accepted by consensus D2 – Accountability of the GM as being in compliance.

Board Holism

The BOD agreed that board holism (speaking with one voice) is addressed in policy C5 – Directors' Code of Conduct, sub-policy 3. However, the language of sub-policy 3.b should be revised to clarify when a director speaks with his/her own voice versus the BOD's voice. This revision will be available for review by the June meeting.

GM Reporting

Operations Update

Discussion of operations included an update on the deli renovation, highlighting the complications that arose with the plumbing. It was reported that a second plumber needed to be called in to redo the original work, setting the completion date back to the end of May. Since late March, the Belfast Co-op has been the test site for the Maine Harvest Bucks program, creating an exciting opportunity to highlight Principle 6 – Cooperation among Cooperatives. By designing, testing, fine tuning, and sharing operational systems for this program, it was recently and successfully launched at Good Tern, Rising Tide, Blue Hill Co-op, and Portland Food Co-op.

The GM also reported that there will be an increased focus on margin performance which will include individualized trainings on understanding margins.

B3 – Asset Protection

The BOD accepted by consensus the B3 – Asset Protection monitoring report as in compliance. Discussion of B3 included increasing the insurance coverage for replacement cost on the building and working more closely with local credit unions.

Homework

GM

- status report on designated BOD space
- report of needs and priorities of physical plant by July meetings

Board Development Committee

- research hiring a facilitator

Finance Committee & Bylaws Committee

- research and work on a bylaw that would address abandoned equity

Alessandra

- research and begin planning fall board retreat, report by July meeting

Zafra

- finish the wording on sub-policy C2.9 for June meeting

Betsy

- re-word sub-policy C5.3b for June meeting

Full BOD

- review policies D3 & D4, send opinions to Board Development by June 6

Next Meeting June 30, 2016 – Agenda

D3 – Delegation to GM

D4 – Monitoring GM

B1 – Financial Condition

Long Range Planning

C2.9

C5.3b

End of minutes. Submitted by Emily Berry, scribe.