

Belfast Co-op Board of Directors Meeting Minutes August 27, 2015

DIRECTORS PRESENT: Ron Braybrook, Doug Johnson, Judith O'Donovan, Alessandra Martinelli, Bindy Pendleton, Kip Penney, Phil Prince, Jerry Savitz, Zafra Whitcomb

ABSENT: Betsy Garrold, Debbi Lasky

GM: Mylisa Vowles

INTERIM GM: Brittany Baird

MEMBERS: Eric Buch (GM Search Committee,) Patty LeClair, Jeanne Gail, scribe

STAFF: Tom Winslow

FACILITATOR: Ron **TIME-KEEPER:** Alessandra **VIBE-WATCHER:** Bindy

CHECK-IN:

ANNOUNCEMENTS:

Sincere appreciation all around for Mylisa for her dedicated service as GM.

Contrary to circulated email, the Good Tern Co-op has no expansion plans at present.

Member Patti LeClair is in attendance and interested in serving on the board.

MINUTES: As there were numerous corrections, the Board decided to table the acceptance of the July minutes until all comments could be compiled by the Secretary and circulated in a timely manner before the September meeting.

MEMBER COMMENTS:

1 Doug has the comments collected at CAD, and will append them.

2 A member present observed, on the topic of discussion of July's minutes, that our policy states that Directors are expected to devote 1 hour a month to reading to prepare for monthly meetings.

3 A staff/member present, while "not disagreeing with the work done by Brittany," opines that "we have relinquished too much power to one person," and "this has affected a lot of people in the Co-op," and he "would like to see getting everybody together."

GM UPDATE:

OPERATIONS UPDATE: First, Brittany praised Mylisa's gracious welcome and help with her transition, seen as "a reflection of her character." See packet: Brittany selected topics to read aloud: new member number; record round-up donations for Waldo County Pet Pantry; G2G Market Study recommendations; CAD financial success possibly due to much better access to the store; new Human Relations policy manual, HR On Demand consultant service. Sales for July were down 7% year to year: this suggests a trend, as opposed to the prior interpretation that poor performance was largely due to bad winter weather. August sales have been encouraging and portend partial recouping of year-to-date losses, but with a significant deficit still anticipated.

TREASURER'S UPDATE: The budget is in progress. Treasurer's Note: this is a document to be reviewed month to month, as a tool for decision-making.

BOARD POLICY MONITORING REPORT: BI – Financial Condition. This report is to be deferred until September. Data from CoMetrics/CoCoFiSt from April to June are not available yet. The Board Calendar states committee budgets being submitted in July, the Board budget work presented by the Finance Committee in August and the Budget finalized in September. It was noted we are one month behind this schedule and all Committees need to get their budgets to the Finance Comm. by those

committees next meetings. The goal is to have committee budgets in my July; the board budget submitted by the Board Development Committee in August, and the store budget complete by September.

BOARD ADMINISTRATIVE MATTERS:

In reference to the prior month's minutes regarding Joe Jordan's departure, a director felt it was important to record that there was a sense on the part of some of the staff (and Board) that Joe was not doing his job and his departure was overdue, that he broke his agreement, leaving without notice, and that there is nothing the Board needs to do to "make it right" with him.

G2G MARKET STUDY REPORT: A director commented that he felt the report is too blithe in its the recommendations that we expand the store, either by building a second story or add on by acquiring the laundromat property; and that the report did not give sufficient weight to indirect competitors, including Hannaford.

GM SEARCH COMMITTEE:

As of this date, Melanie Reed has screened 15 applications, and has received seven or eight more. We have also received two applications directly. Of these, three candidates have been selected for initial telephone interviews, to be done by conference call. Unfortunately Melanie cannot participate at the proposed times. There was some discussion as to whether the closing date for applications should be extended, due to the quality of applicants so far; and whether Brittany should be included on the committee, or whether Melanie's time conflict should be accommodated. Eric Buch has presented a salary range to the Finance Committee, which they approved. Details about salary offer to be finalized in executive session.

BOARD POLICY MONITORING REPORT: C7 – Board Process: Committees

The Finance Committee has submitted a charter. The Membership Committee has a charter in draft. Other committees are tasked with completing their charters by next month. We are in compliance with Parts 1 and 2, but not Part 3; but we have a plan to achieve compliance.

FINANCE COMMITTEE CHARTER: The draft of the Finance Committee Charter included in the meeting packet was approved by consensus by the Board. The issue of whether the Board should ask one of the members of the Finance Committee to leave was controversial. Some Directors thought it should, some did not, and a third opinion was that the Board should simply agree by consensus to accept the remaining four current members of the Finance Committee, and postpone their final decision on this particular member until some personal interaction had taken place. Another director suggested that the finance committee charter may need further review.

DIRECTOR RECRUITMENT: We have two open director seats, although we are not below the minimum stated in the by-laws. Several names have come up, and one director knows of another potential candidate but wishes to talk to them first. Patty LeClair, who is present, was willing to be recruited. Patty LeClair, who is present, was willing to be recruited as a board member. The board agreed by consensus to initiate and continue the process, including vetting, to appoint her to the board. As per bylaws, this appointee would serve until the next annual meeting and then be required to run in the director election commencing at that meeting.

Phil conveyed that members Kellie Gray [Election Committee] and Edward Small have expressed interest in committee service.

MEETING REVIEW:

NEXT MEETING: September 24. **FACILITATOR:** Ron

HOMEWORK:

Committees: committee budgets due in to the Finance Committee before their regular meeting Tuesday, Sept 22.

Finance Committee: Board Budget

All: read the G2G Market Study

Committees: complete charters

Phil: to compile comments and do final edit of July minutes

Scribe: send in minutes to all within 1 week, and all directors read and comment

EXECUTIVE SESSION:

Base salary range for potential GM hire proposed by the GM Search Committee, and recommended by the Finance Committee, was approved by consensus of the Board.

Options for additional financial assistance for departing GM Mylisa Vowles were discussed and accepted by consensus.

End of minutes: submitted by Jeanne Gail, scribe