

Belfast Co-op Board of Directors Meeting

September 24, 2015 6:00pm Waterfall Arts Building, Belfast ME

Directors Present: Ron Braybrook (president), Betsy Garrold, Doug Johnson, Debbi Lasky, Alessandra Martinelli (vice president), Judith O'Donovan, Bindy Pendleton, Kip Penney, Phil Prince (secretary), Jerry Savitz (treasurer), Zafra Whitcomb.

Interim GM: Brittany Baird

Members: Members: Eric Cohen-Solal, Nancy Durand-Lanson, Patti LeClair (later Director)

Staff: Emily Berry (scribe)

Faciliator: Bindy **Time-keeper:** Alessandra **Vibe-watcher:** Debbi

Ground Rules / Working Agreements

Alessandra read the Code of Conduct

Agenda Review

Agenda approved

Announcements

The BOD formally accepted Jeanne Gail's resignation as scribe and acknowledged their appreciation for her work.

Brittany sent condolences on behalf of the Belfast Co-op to Dennis Kienow's family.

Alessandra will not be attending next month's meeting.

Alessandra will be having a baby in mid-February and will potentially miss meetings in January and February.

Minutes of Previous Meeting(s)

The BOD approved by consensus the minutes of July 30, 2015 and August 27, 2015 BOD meetings. An amendment to the previously approved minutes of June 25, 2015 BOD meeting was also approved. The originally approved BOD 6/25/15 meeting minutes will not be adjusted and the amendment will be recorded separately and archived chronologically.

Member Comments

A member sent an email saying that he/she heard an employee mention that they hoped the Bernie Sanders table in front of the store wouldn't repel customers.

A member stated that staff was more helpful in the aisle when compared to 2 years ago.

A member said the produce section looks fabulous and a bulk department staff person, Denise, smiled and said 'hello'.

A member was concerned about why there were short-dated items on display end-caps and wondered how pop-tarts were a basic food.

A member wanted to know why there are items in the Co-op Deals flyer that the Belfast Co-op doesn't carry.

A member was glad to see the produce discount rack return and the non-dairy ice cream chest removed.

Board Administrative Matters

a. Interim Board appointment – Patti LeClair

BOD accepted by consensus the appointment of Patti LeClair as an interim director through [to] the next election cycle. Belfast Cooperative Store Bylaws, Article V Section 5, states that an appointed director may not vote for three months. In light of our present non-voting consensus decision-making process the board decided by consensus that instead an appointed director will not be able to block consensus for the three months after their appointment or vote to override a consensus block.

b. Staff scribe appointment – Emily Berry

BOD accepted by consensus the appointment of Emily Berry as scribe.

GM Reporting

d. Treasurer's update

The discussion pertained to the make-up of the Finance Committee. This discussion was moved to executive session.

e. BI – Financial Conditions and Activities

The GM reported non-compliance with #1, #2, #3 of this policy for FY2015 performance. Accepted the BI-Financial Condition monitoring report as out of compliance, with a plan to achieve compliance. Additionally, the GM will present the FY 2016 budget to the Finance Committee by October 1, 2015 and the Board's acceptance of the B2 report as in compliance will indicate approval of the budget, as well as other policy edicts.

Board Administrative Matters

a. Minutes Policy proposal

The BOD formally accepted the proposed Minutes Policy with amendments from Alessandra concerning timing and dates.

This policy seeks to recognize the highest and best use of Board Meeting time utilizing multiple avenues of working out approval of Board minutes between meetings vs. during a monthly meeting.

Proposed BOD meeting minutes policy for discussion and approval:

- Scribe submits scribe draft minutes to Secretary by the Monday after the BOD mtg.
- Secretary reviews minutes and sends Secretary Draft to full board by Friday evening of that week.
- Full board expected to review minutes and suggest changes within 7 days. [Amended to set a specific date]
- Board Development Committee will review minutes content relating to Policy Register and Policy Monitoring Reports.
- Draft Minutes for Approval submitted to Board Meeting packet.

b. Outside Facilitation proposal

The BOD agreed to move forward with exploring options in using an outside facilitator for a limited time, ranging from 1 – 3 meetings.

c. GM Search Committee

The BOD agreed by consensus that the next step would be to bring the 3 remaining GM candidates to Belfast for face-to-face interviews with the members of the GM Search Committee.

d. Board Budget

The BOD accepted by consensus the Board Budget for FY 2016 with the amendment of increasing the Board Assistant line by \$1,140, creating a total of \$1,500 for this line, increasing the Board Functions total to \$12,480, and increasing the overall Budget to a total of \$32,230.

Homework

Brittany

I. Email the Belfast Co-op tabling policy to BOD

2. Look into CDS Consultants Melanie and Thane's job sharing hours

Board Development Committee

1. Establish stipend and Co-op card for interim director Patti LeClair
2. Incorporate the Minutes Policy into the Board Process–C4
3. Engage a facilitator, at a reasonable compensation, for a limited time (1 – 3 meetings)

Next Meeting's Agenda

G2G Market Study Reporting
Search Committee update
Membership Committee Charter
Board Development Charter

The board adjourned to an Executive Session regarding committee assignments. No decisions to record.

End of minutes. Submitted by Emily Berry, scribe