

Belfast Community Co-op Board of Directors Meeting

October 26, 2022, Public meeting commenced at 6:00 pm; via Zoom teleconference

Directors Present: Sasha Breus, Ernie Cooper (vice president), Susan Cutting (president), Cristiane Gil, John Krueger (treasurer), Charlie Pattavina, Valerie Tate (secretary), Collin Thompson

Absent: Kristin Clements, Elaine Mack,

Staff: Doug Johnson (GM), Emily Berry (scribe)

Owners: Annie Bussiere, Jamie Cermak, Gina Ferendo, Naya Flanzala, Marion Grahek, Alessandra Martinelli, Michael Walter

Agenda Review

The BOD agreed to add *Informal BOD Gathering* and *Nov & Dec meeting dates* as items under *Board Administrative Matters*. With these adjustments, the BOD approved the agenda by consensus.

Minutes

The BOD accepted by consensus the minutes of the September 22, 2022 regular meeting and the minutes of the October 4, 2022 special meeting.

Announcements

Common Cents voting will end on Sunday, October 30.

There are two Columinate trainings in November which are *strongly recommended* for all directors: Financial training for Directors, and CBL 101.

Owner Comments

Marion introduced herself and expressed her interest in joining the BOD. She has a deep interest in food systems and the Co-op was one of her primary reasons for moving to the Belfast area.

GM Reporting

Alignment

Doug gave a brief presentation of the renovation project to the NCG Risk Management Committee. Once he has received feedback from this presentation he will pass that on to the BOD. The NCG Risk Management Committee will approve (or deny) the equipment purchases for the renovation project, as well as assigning the Co-op's joint liability.

Directors are invited to assist in the store with holiday grocery bagging on the Monday, Tuesday, and Wednesday leading up to Thanksgiving.

There will be new Co-op branded merchandise in the store the first week of November. To track sales and cost of goods, branded merchandise now has its own department and Directors should expect to see that on income statements going forward.

The Co-op expects to launch its new website mid-November.

GM Update Report

The BOD was pleased to confirm the Co-op can draw from the CFNE loan when needed after closing, they do not have to spend down cash or funds raised from the capital campaign first.

On October 28, Doug, along with some members of the operations team, had a meeting with Ken Howe, of Warren Construction, and Thomas Jonak, from Caleb Johnson Studio, to discuss the timeline and staging of the renovation project.

A - Global Ends

The BOD discussed the concept of affordability, which Doug reported on in the A - Global Ends monitoring report.

It was generally agreed that the Field Day brand is a good option which aligns with A.2 “A source of healthy, nutritious, affordable food...”, but there is more work to be done to make food affordable for those in the community who have fewer resources but do not qualify for assistance programs.

They also discussed how the Ends Policy contains language that is subjective and an Ends review post-renovation could focus on creating more objective goals.

Additionally, the Co-op’s Bylaws outline the purpose of the Co-op which includes “to operate an economically viable, member-owned and –controlled organic and natural foods and products distribution system...”. The BOD discussed whether this language would hinder the Co-op from bringing in products that would provide greater diversity and appeal to a wider swath of the community. Although there may be a bylaws review post-renovation, currently this language does not preclude the Co-op from moving forward with plans to increase food access.

The BOD accepted by consensus the A - Global Ends monitoring report as in compliance.

Board Administrative Matters

Meeting Dates

The BOD agreed by consensus to hold their next two meetings on November 30, 2022 and December 28, 2022.

Considering WIC

Doug and the BOD have discussed bringing the WIC program to the Co-op several times over the past few years. Ernie looked into the program and reported to the BOD several key pieces of information.

The Co-op will have to apply to the state to become a WIC authorized store. The Co-op already fulfills many of the requirements, however, its physical proximity to Hannaford, which is already a WIC authorized store, may be a roadblock.

If approved, the Co-op must show its ability and willingness to stock the full range of WIC approved foods. Currently the Co-op carries over 600 products on the WIC list. Of the products that WIC requires a store to carry, only certain items are brand specific: bread, breakfast cereal, and baby formula. The Co-op can accommodate the required WIC products without removing any of the current product options from the shelves.

The BOD will continue to learn about and discuss the WIC program and food accessibility.

Finance Committee

FinCom reviewed the financial numbers for September, the last month of the fiscal year, and reported that the Co-op is doing well and highlighted several key indicators that show the Co-op exceeding the required benchmarks for good standing. Going forward, benchmarks will be determined by the pro forma.

Capital Campaign

The Capital Campaign is still in its quiet phase and the legal disclosure documents are very close to being ready. Valerie has been reaching out to people that she knows and has secured pre-commitments of \$528,500 thus far. Valerie would like to offer tours of the store to owners who are interested in investing; it was also suggested that there could be a virtual tour on the website.

Owner Engagement Committee

OEC is focused on creating opportunities for owners to engage with the Co-op, particularly during this winter and spring -- really engaging and educating our local community about cooperatives and our Co-op (ties in nicely with the renovation), and providing community building activities. One such activity, in honor of Hispanic Heritage Month, would be to host a Capoeira presentation; the BOD expressed their support and OEC will present a formal proposal.

The BOD approved by consensus the Hutchinson Center venue contract for the Annual Meeting.

The OEC would like to have an informal gathering for directors and will coordinate the date and venue.

Board Development Committee

BoDev proposed adding a sub-policy to C8 - Governance Investment: “6. Existing directors will receive a small, monthly stipend in recognition of their service.” The BOD accepted by consensus the recommended addition of sub-policy 6 to

C8.

BoDev recommended that specific stipend amounts be addressed in the BOD guidelines: *“Existing directors receive a monthly stipend in the form of a Co-op gift card to be used at the store. Directors may also choose to donate the stipend amount to the Co-op Employee Fund. The monthly stipend is \$40 for directors at large, \$45 for officers.”* The BOD approved this language by consensus.

BoDev recommended that policy DI - Unity of Control be accepted as in partial compliance. During each annual review of DI, the BOD asks Doug for his feedback on compliance with this policy. While there are no current concerns with the BOD’s compliance, during the past 12 months there were actions that Doug called out as being in violation of the Directors’ code of conduct and D policies. These concerns were addressed at the time and appropriate action was taken.

The BOD accepted DI - Unity of Control as in partial compliance.

BOD Candidate

Valerie strongly recommended appointing Marion Grahek to the BOD. The BOD will consider this recommendation and decide at the November meeting. In the meantime, directors are encouraged to reach out to Marion with questions and Marion is encouraged to attend a committee meeting.

Articles of Incorporation Amendment Results

In the Articles of Incorporation Amendment vote, 930 ballots were cast by owners in good standing, exceeding the 10% membership quorum [480], and thereby making the vote valid. With 886 votes in favor, the Articles of Incorporation for the Belfast Cooperative Store will be amended to increase the number of authorized member shares from 1,000 member shares to 20,000 member shares.

The BOD accepted by consensus the results of the Articles of Incorporation amendment vote, thereby ratifying the vote.

Homework

Full BOD

1. Take C4 policy poll

Doug

1. Submit a broad project management plan
2. Look into the effects of parking on income from pro forma or early market study

All Committees

1. Send items for consent agenda to officers

Officers

1. Discuss in-person meeting opportunities

Board Development Committee

1. Process for addressing alleged violations to the Code of Conduct
2. 2023 educational plan
 - a. Incorporate WIC / product mix education
3. Recommendation on bringing in alternative consultants

Owner Engagement Committee

1. Plan BOD work for the 2023 Annual Meeting

2. Look into Common Cents organizations at the A.M.
3. Draft a formal proposal for the Capoeira presentation
4. Submit an OFR re: Annual Meeting

Cristiane

1. Coordinate informal BOD gathering

Susan

1. Organize BOD training with Ben Sandel (when appropriate)
2. Coordinate Thanksgiving grocery bagging

Sasha

1. Invite Marion to BoDev

Sasha & Emily

1. Review BOD guidelines & policies re:
 - a. Responding to employees
 - b. Communication norms (esp. email)

Emily

1. Update policy register re: C8.6

Meeting adjourned at 8:31pm. Minutes submitted respectfully by Emily Berry, scribe.