

Belfast Community Co-op Board of Directors Meeting

November 30, 2022, Public meeting commenced at 6:00 pm; hybrid meeting at Belfast Community Co-op Administrative Office and via Zoom teleconference

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

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

Owners: Jamie Cermak, Gina Ferendo, Naya Flanzala, Marion Grahek, Alessandra Martinelli, Edward Sheridan

Agenda Review

The BOD agreed to add item *h. Director Appointment to Board Administrative Matters*. With this addition, the BOD approved the agenda by consensus.

Announcements

The BOD wished both John & Sasha happy birthdays!

The BOD is planning to have a meeting for the owners in early January to discuss the renovation and the capital campaign.

GM Reporting

Alignment

Doug reported that the construction estimates from Warren Construction came in higher than expected. Doug will be gathering more information in the coming week to determine how this will affect the pro forma. He will also be meeting with the renovation partners to discuss the timeline.

The Co-op was accepted into the WIC program. Before the Co-op signs the contract to make this official, there is some work to be done to secure Associated Grocers of New England as the distributor for the required infant formula. Doug expects to have everything worked out by mid-January.

Doug thanked all the directors who participated in grocery bagging in the days leading up to Thanksgiving. Sales for the three days leading up to Thanksgiving were up 7.5% over last year and operational preparations made for a smooth holiday.

Doug gave kudos to the facilities team for setting up, wiring, and adding shelving to the Coolbot, the external refrigeration unit rented for the Thanksgiving holiday.

GM Update Report

The BOD discussed the Common Cents program and how, through the generosity of the community, it has become an incredibly impactful program. The recipients for 2023 are currently listed on the Co-op's website.

The BOD also questioned the static number of CORE participants month over month. Operations will be reassessing this program in the new year to determine the best way to expand the program while staying within budget.

Doug ensured the BOD that the architects are factoring the needs of cafe programming into the renovation design.

Board Administrative Matters

Consent Agenda

The BOD accepted by consensus the minutes of the October 26, 2022 BOD meeting and policy C4 - Board Meetings as in compliance.

Finance Committee

The Finance Committee used their November meeting to learn how the Co-op's financial numbers are collected which will be helpful in evaluating the Co-op's performance during the renovation. The Co-op's accounting software is Sage and with a substantial conversation the FinCom came away feeling confident with Sage and its backup capabilities as the collection system.

FinCom also discussed NCG's Joint Liability Fund. With the upcoming renovation, NCG's Risk Management Committee determined that the Co-op must increase their contribution to the Joint Liability Fund, however, this increase could be returned to the Co-op when the Committee reassesses in the year following the completion of the renovation.

Capital Campaign Team Report

The Capital Campaign Team has secured \$600,000 in pre-commitments during this quiet phase of the campaign. The team is gearing up for the public phase of the campaign and has set a tentative schedule for releasing information to owners, training directors and callers, and beginning the calls to owners. Patti Mckenna will be joining the team in December and will conduct trainings on HubSpot, the platform which will be used to track owner contact and loans. Currently the target goal for the capital campaign remains \$1.5M.

Owner Engagement Committee

The OEC is planning to host an event for owners to discuss the renovation and the capital campaign during the week of January 9th, tentatively Thursday, Jan 12th. Event planning is still in progress.

John volunteered to meet with owners one-on-one to discuss the renovation / capital campaign.

The OEC proposed three opportunities for social connection for directors to consider:

- 1) attend and/or fund catering for the staff open house/lunch;
- 2) fund a party for staff and directors at a time when everyone can participate all at once, with the store closing early, at a venue with music and food; and
- 3) participate in a directors and plus one potluck in February.

Board Development Committee

The BOD agreed by consensus to submit an ORF for creating a system to recognize board stipend donations to the employee fund.

After touching base with Columinate's consultant coordinator to discuss the BOD's options for alternative consultants, BDCOM recommended continuing with Thane as the BOD consultant. The BOD agreed by consensus to retain Thane Joyal as their consultant for 2023.

BDCOM submitted a draft candidate nomination packet which the BOD approved by consensus with no substantial changes. The packet outlines a timeline for owners interested in running for a seat on the board, which includes informational sessions held in January and February. Ernie volunteered to lead these sessions with the assistance of Kristin, Sasha, and John.

Director Appointment

Marion Grahek spoke to the BOD and once again noted that the Co-op was one of her main reasons for moving to the Belfast area and emphasized the importance to her of serving the community. Her resume reflects her interest and commitment to understanding food systems.

BOD agreed by consensus to appoint Marion Grahek as an interim director for the remainder of this term.

Homework

Full BOD

1. Take C5 policy poll
2. Submit your testimonials to Valerie
3. Read investor definitions
4. Submit ideas for OEC owner event or attend OEC meeting Dec 6
5. Evaluate current acquaintances for potential BOD candidates
6. Identify skills the BOD would like to bolster

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. Submit ORF for stipend donations

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)

Sasha & Emily

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

Debrief

Directors were given the opportunity to share comments, concerns, gratitude, and insights regarding the meeting.

Meeting adjourned at 7:45 pm. Minutes respectfully submitted by Emily Berry, scribe.