

Belfast Community Co-op Board of Directors Meeting

December 28, 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), Marion Grahek, John Krueger (treasurer), Charlie Pattavina, Valerie Tate (secretary), Collin Thompson

Absent: Elaine Mack

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

Owners: Paloma Henriques, Alessandra Martinelli, Edward Sheridan

Agenda Review

The BOD agreed to move the discussion and approval of policy C5 – Directors' Code of Conduct from the *Consent Agenda* to *Board Administrative Matters* under the Board Development Committee. The BOD also agreed to add a discussion of the number of seats up for election to the end of *Board Administrative Matters* and move the January 13th owner event update under the Capital Campaign Team report. With these adjustments, the BOD approved the agenda by consensus.

Announcements

Gabrielle Davis, NCG's Racial Equity and Food Justice Manager, will be visiting the Belfast Community Co-op during the last week of January to provide training to staff and BOD.

Owner Comments

Edward and his friends are loving the section in the store dedicated to seaweed. He extended his thanks to Doug, the staff, and the BOD for all their hard work.

GM Reporting

Alignment

The Co-op had its highest sales week in history the week leading up to Christmas with \$274K in sales. The Co-op is situated to have the WIC program up and running in the store by the end of January. Michael Walter has been working with UNFI to add the entire line of Field Day products to the WIC foods list.

GM Update Report

A director commented on how much locally produced goods were sold for Thanksgiving, especially turkey and potatoes, and how impactful that is for the local economy. With no turkeys available from Tide Mill this year, Doug applauded the Co-op's Meat Manager Alex Cobbs for diligently working to source local turkeys. Valerie attended the Co-op's worker holiday party, shared greetings from the Board, and thoroughly enjoyed getting to know workers in a casual setting. She noted that John Krueger attended the recent all-staff meeting

and was very glad he did. She encouraged other directors to take advantage of opportunities for workers and Board members to get to know each other.

Directors were glad to hear of Doug's weekly check-ins with the renovation partners. He has also begun meeting regularly with Dave Blackburn and Julie Hafer from NCG.

Board Administrative Matters

Consent Agenda

The BOD approved by consensus the minutes from the November 30, 2022 meeting and the December 13, 2022 special meeting.

Finance Committee

During the Finance Committee's December meeting, they spent time acknowledging their responsibility to the rest of the Board and the owners regarding the renovation project and their role in assessing the financial feasibility. The FinCom has performed various stress tests to the pro forma and the results remain solid. The FinCom reviewed the November financials which were very good. The only key indicator in question was days of cash on hand, which was low compared to peers yet still very high at 39. FinCom also reviewed the BI – Financial Condition & Activities monitoring report and recommended that the BOD accept the report as in compliance. The report shows an exceptional quarter going into a renovation project as well as impressive financial management considering the seasonality of the business.

The Co-op's days of cash on hand was the only key indicator in the BI report that fell below the median compared to peers. With such a strong indicator falling below the median, the BOD questioned why that would happen; Doug theorized that many co-ops benefited from PPP loans, as did the Belfast Community Co-op, and he estimates that there are roughly a dozen co-ops building their reserves as they work toward a renovation or expansion.

During the upcoming renovation, comparison to peers will no longer be a good indicator of financial condition and the Co-op will rely on the pro forma. The BOD thought it would be helpful to have information on other co-ops going through expansion projects, however, it would be fairly difficult to get these numbers.

BI – Financial Condition & Activities

The BOD accepted by consensus the BI – Financial Condition & Activities monitoring report as in compliance.

Capital Campaign Team Report

There is an owner event scheduled for January 13, 2023 at the Hutchinson Center which will address the renovation project and the capital campaign. Susan will act as moderator, Deb Burwell will facilitate the Q&A, and the team has submitted a substantial ORF for publicity, tech support, and scribe work.

Currently, the Capital Campaign Team has secured \$622K in pre-commitments. The Co-op's CFNE loan is scheduled to close on January 9, 2023 and \$750K in pre-commitments will need to be secured by that date. The legal documents needed to accept owner loans are in their final draft and are being reviewed by the Co-op's attorneys.

Ben Sandel, Columinate Consultant for the capital campaign, has advised the BOD to encourage owners to fully vest, especially those that may not lend or donate.

A training with Ben Sandel has been scheduled for the full BOD and additional training has been scheduled with Patti & Larry McKenna focused on the Hubspot platform for those who will be making phone calls.

For owners who are making calls, appreciation will be shown through gift cards to the Co-op.

The Capital Campaign Team is still looking at the apparatus for making donations. CDI, the Capital Campaign's fiscal agent, has suggested a Go Fund Me program for donations up to \$500. Go Fund ME will send those donations to CDI's PayPal giving fund and documentation to those donors that their donation was tax deductible. For those donating \$500 or more, a check sent directly to CDI is the best method.

Owner loans via credit card will not be accepted due to processing fees.

Owner Engagement Committee

The Annual Meeting will be held on Sunday, February 26, 2023 at the Hutchinson Center. Susan is working on an ORF for the Annual Meeting.

Board Development Committee

The BOD discussed policy C5 – Directors' Code of Conduct and a point was made that generalization and discretion is advised when addressing sensitive issues in a public forum. Additionally, when talking amongst themselves directors are encouraged to speak openly.

The BOD accepted by consensus policy C5 – Directors' Code of Conduct as in partial compliance.

The BOD discussed the 2023 education plan and identified topics they would like to explore further, such as diversity, equality, inclusion; the history of co-ops; presentations from local producers; food accessibility; presentations from staff; and long-term strategic planning. It was suggested that an educational topic could come first on the agenda instead of last. It was also suggested that directors could sign-up for Columinate trainings as a group and offer those not able to attend a recap following the training. There was also mention of tabling education topics during the renovation project due to the extra time and tasks associated with the project.

Board Seats

The BOD discussed whether filling all 13 seats on the Board was the best option for this particular election cycle. A director suggested limiting the number of seats filled so as not to be overwhelmed with new directors and provide more of a balance between new and experienced directors.

The BOD agreed by consensus to limit the number of directors on the Board to nine this election cycle, resulting in four open seats.

Board Committee Delegation

The BOD agreed by consensus to appoint Marion to the Board Development Committee.

Homework

Full BOD

1. Take C & D policy polls
2. Email Valerie if you can:
 1. assist with the Q&A during the Jan 13 event
 2. Make phone calls for the capital campaign
3. Submit video testimonials
4. Evaluate current acquaintances for potential BOD candidates

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
2. Submit committee reports

Officers

1. Discuss in-person meeting opportunities

2. Identify skills the BOD would like to bolster Board Development Committee

1. Process for addressing alleged violations to the Code of Conduct
2. 2023 educational plan
 1. Incorporate WIC / product mix education

Owner Engagement Committee

1. Plan BOD work for the 2023 Annual Meeting
2. Look into Common Cents organizations at the A.M.
3. Submit an OFR re: Annual Meeting

Valerie

1. Explore RSVP options for Jan 13 event attendees

Sasha & Emily

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

Debrief

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

Meeting adjourned at 8:10 pm. Minutes respectfully submitted by Emily Berry, scribe.