

Belfast Community Co-op Board of Directors Meeting Minutes

January 25, 2023, Public meeting commenced at 6:00 p.m. via Zoom teleconference

Directors Present: Ernie Cooper (Vice President), Susan Cutting (president), Marion Grahek, John Krueger (treasurer), Elaine Mack, Charlie Pattavina, Valerie Tate (secretary), Collin Thompson

Absent: Sasha Breus, Kristin Clements

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

Owners: Annie Bussiere, Jamie Cermak, Gina Ferendo, Naya Flanzala, Alessandra Martinelli, Edward Sheridan

Agenda Review

Ernie agreed to lead the discussion of the DBA form and with this adjustment, the BOD accepted the agenda by consensus.

Announcements

Gabby Davis, NCG's Racial Equity and Food Justice Manager, will be visiting the Belfast Community Co-op during the last week of January. Directors and workers are encouraged to attend her workshops or free chat time.

GM Reporting

GM Update Report

Doug has been looking into bringing on an Owner's Representative to assist with the renovation project and oversee the project throughout construction and the closeout phases. A candidate, who comes very highly regarded in the community, has submitted a proposal and is available to start at the beginning of February.

The BOD asked about ADA compliance and accessibility and involving someone who has expertise in that area. Warren Construction has worked in the past with a firm that would review the project for accessibility which the Co-op could contract with. The project manager at Woodhull (formerly Caleb Johnson Studios) confirmed that there are ADA guidelines for architecture and Woodhull's ethos for their projects is to go above and beyond. While Woodhull doesn't employ anyone specifically that focuses on accessibility, it is in all the architects' purview. It was suggested that involving a community member could provide insights to any accessibility issues with the project. The development team has decided to move forward with increasing the electrical service to 480V/600A per the recommendation of Electrical Engineer Matt Lyle of MEGA Engineering. Remaining at a 208V service would max out the system and bar the potential for any additional inputs in the future.

The Co-op has been laying the groundwork to launch the WIC program in the store. If successful, the Belfast Community Co-op will be the first co-op in the state to offer the program.

B - Global Executive Constraint

The BOD noted that the Jon Steinman talk, the program on the history of the co-op, and the Owner Forums could be included in the data for the 5th Principle: Education, Training, and Information.

The BOD accepted by consensus the B - Global Executive Constraint monitoring report as in compliance.

Board Administrative Matters

Director Resignations

The BOD accepted by consensus the resignations of Kristin Clements and Cristiane Gil. The BOD acknowledged both Kristin and Cristiane for their dedication while on the Board and expressed appreciation for all their work

DBA Form

The BOD agreed by consensus to file a Statement of Intention to do Business Under an Assumed or Fictitious Name form using Belfast Community Co-op as the assumed name.

Consent Agenda

The BOD agreed by consensus to:

1. Approve the minutes of the December 28, 2022 BOD meeting,
2. Accept policy C - Global Governance Connection as in compliance, and
3. Appoint Ernie to the Board Development Committee.

Finance Committee

The Finance Committee recommended that the BOD set the distribution of patronage dividends at 20% dispersed and 80% retained, resulting in a dispersal of \$28,258 to owners. The BOD accepted this recommendation by consensus.

During their January meeting, FinCom also discussed being present at future meetings with the Co-op's building partners.

Capital Campaign Team

The Capital Campaign Team reported on several metrics, including the total amount of commitments as of this meeting at \$839,850. They noted that there were bumps in interest from owners after the appeal letter was sent out, after the January 13th Owner Forum, and an informational email sent on this day. Currently, on the recommendation of consultants, the ability to make tax-deductible donations is not being publicized as the team focuses on securing member-owner loans. However, when anyone asks about donating, or indicates that they aren't able to lend the minimum amount, the team may share information about donating via GoFundMe and CDI. Additionally, while the loan program is only available to those owners who joined prior to the launch of the campaign on January 16th, community members who are not owners or who joined the Co-op after the 16th can still support the project through donations. The team confirmed that two people can hold a single loan jointly but they must both be owners.

Most member-owners whose primary residences are out-of-state may lend since most states have securities laws that are similar to Maine's. However, the Co-op cannot issue loans to member-owners who live in New York or California. Arizona requires an extra step, but member-owners who live there can lend. The Co-op must file Form U-2 Uniform Consent to Service of Process in Arizona. This form means that in matters relating to securities law, any lawsuit will be judged according to Arizona law.

The BOD approved the filing of Form U-2 Uniform Consent to Service of Process in Arizona.

Owner Engagement Committee

The BOD would like to use the February OEC meeting time for planning the Annual Meeting and all Directors are invited to participate. The BOD will discuss RSVP options, candidate introductions, catering details, etc. during the meeting.

The BOD agreed by consensus to hold the Annual Meeting from 3pm - 5pm on February 26. The BOD also approved by consensus a budget of \$1,000 for catering. The BOD expects to come in under budget and the Co-op's Prepared Foods Department has agreed to do the catering.

The BOD had discussed having Common Cents recipients at the Annual Meeting but determined that a separate and celebratory event closer to Common Cents' voting would be preferable at this point.

Honoring Buck Sawyer

The BOD provided space to share thoughts about former director Buck Sawyer who recently passed away. Directors and our general manager spoke of his brilliance, thoughtfulness, peaceful nature, and compassion. Most were not aware of his fascinating life story until reading his obituary. Many wished they had known him better. He is missed.

Board Development Committee

The BOD discussed policy D - Global Board Management Connection in regards to communication. Doug suggested opening the worker's communication platform, Beekeeper, to directors with a dedicated "stream". Marion in particular expressed enthusiasm and volunteered to act as the BOD's liaison if Beekeeper communication was adopted.

The BOD accepted by consensus policy D - Global Board Management Connection as in compliance.

The BOD discussed the terms for the four open seats up for election this cycle. In order to maintain the Bylaws mandated one third of the Board elected each cycle on a nine seat Board, the recommended terms would be three 3-year terms and one 1-year term for this cycle. The BOD was also reminded that the Bylaws allows the BOD to continue to operate with less than nine directors as long as they are in the process of appointing candidates to any vacant seats.

The BOD approved by consensus the 2023 election cycle terms of three 3-year terms and one 1-year term. BD Comm reminded directors to continue to recruit candidates for this election cycle.

Consumer Cooperative Management Association

This year's CCMA conference is being held June 8 -10 in Sacramento, CA. For more information: <https://ccma.coop/>

Homework

Full BOD

- 1. Take CI policy polls
- 2. Evaluate current acquaintances for potential BOD candidates
- 3. Attend OEC on Feb 1 to plan Annual Meeting
- 4. Call at least one person for BOD recruitment
- 5. Consider attending CCMA

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

Owner Engagement Committee

- 1. Plan BOD work for the 2023 Annual Meeting
- 2. Discuss Common Cents celebration event
- 3. Recognize Buck at Annual Meeting.

Susan

- 1. Highlight BOD recruitment in e-news

Valerie

- 1. Connect with CC Team re: recruiting for BOD

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 8:17 pm. Minutes respectfully submitted by Emily Berry, scribe.