

## **Belfast Community Co-op Board of Directors Meeting Minutes**

**February 22, 2023**, Public meeting commenced at 6:00 p.m. via Zoom teleconference

**Directors Present:** Sasha Breus, Ernie Cooper (Vice President), Susan Cutting (president), Marion Grahek, John Krueger (treasurer), Charlie Pattavina, Valerie Tate (secretary)

**Absent:** Collin Thompson

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

**Owners:** Steven Boas, Killian Brayson, Corinne Burr, Annie Bussiere, Jamie Cermak, Rio Greeley, Gina Ferendo, Naya Flanzala, Alessandra Martinelli, Jim Miller, Edward Sheridan, Michael Walter

### **Agenda Review**

The BOD approved the agenda by consensus.

### **Owner Comments**

Edward expressed his concern that there would not be enough time at the 2023 Annual Meeting to fully discuss the renovation and address questions from participants. He also disagreed with the BOD's recent decision to limit the number of seats available in the upcoming election.

### **GM Reporting**

#### **Alignment**

The day of this meeting was National Grocery Employee Appreciation Day and to celebrate the GM baked the Co-op workers cupcakes. The BOD asked Doug to pass on their appreciation as well.

### **Board Administrative Matters**

#### **Consent Agenda**

The BOD accepted by consensus:

1. The minutes of the January 25, 2023 BOD meeting;
2. Policy CI - Governing Style as in compliance; and
3. The B9 - Emergency General Management Succession monitoring report as in compliance.

#### **Director Resignation**

The BOD accepted by consensus the resignation of Elaine Mack. The BOD expressed gratitude for Elaine's work on the BOD and best wishes for her expanding business and future opportunities.

#### **Available BOD Seats**

The BOD agreed by consensus to rescind the action taken during the December 28, 2022 BOD meeting to limit the number of available seats during the 2023 election. As a result of this decision, there will be nine open seats.

#### **2023 Ballot**

The BOD approved the 2023 ballot by consensus with one amendment, the box marked abstain was clarified and will read "Abstain from all candidates". The BOD agreed by consensus that there will be four 3-year terms, two 2-year terms, and one 1-year term.

#### **Finance Committee**

The Finance Committee discussed several topics during their February meeting including January's financials, particularly in regards to inflation and margin; personnel costs; and, primarily, renovation costs. FinCom considered whether there could be a temporary financial indicator tool to review the renovation project. Additionally, they concluded that the GM should not fail to notify the Finance Committee (and the board) of any significant developments impacting the expansion project that may contribute to a negative impact to the project budget, a change in the timeline, any significant changes to a pre-approved or pre-acknowledged concept of the project. FinCom has not yet determined what kind of report would be best.

Doug assured FinCom that the Co-op is insured should there be an unlikely serious event.

A director inquired about the previous cost increase of 20%. Part of this increase included adding of the Co-op's existing loans (approximately \$250K) into the CFNE loan package. FinCom is mindful of the possibility of future cost increases and they do believe that understanding increases in advance will give the Co-op opportunities to consider value engineering.

Another director wondered if the Co-op has moved forward with purchasing equipment now that the Co-op has the CFNE loan and the initial owner loans in the bank. No equipment has been ordered yet. However, the Co-op's refrigeration order has gone to UNFI for the final quote, once that comes back, it must go through NCG once more and then the Co-op can put in the purchase order. The refrigeration equipment along with some electrical components have long lead times and these will be ordered first to account for that.

### **Capital Campaign Team**

As of this meeting the Capital Campaign Team is 81.2% to goal, having secured \$1,218,600 in committed loans and donations. Currently, the team has received \$672,950 of these loans. The consultants for the Capital Campaign are projecting the goal of \$1.5M will be reached by March 15. If the goal is not met by April 16, a new campaign can be launched 6 months later, although if deemed necessary, a launch after 3 months can be considered.

### **Owner Engagement Committee**

The OEC discussed plans for the 2023 Annual Meeting. Susan has agreed to facilitate the Q&A portion of the meeting, Heather Q will pass along questions from the Zoom participants, and Ernie will introduce the BOD candidates. The meeting is scheduled to run from 3:30 pm - 5 pm with hors d'oeuvres and drinks provided during a 3 pm - 3:30 pm meet and greet. The BOD has planned to be flexible regarding the end time, with the option to extend the meeting if necessary.

### **Board Development Committee**

The BDC opted to place this month's GM monitoring report in the consent agenda. As with any item in the consent agenda, should any of the directors wish to pull the monitoring report out for discussion they should not hesitate to do so. Doug also reminded the BOD that he is available to answer any questions regarding the monitoring reports prior to the BOD meetings.

The BOD is currently working on Doug's annual evaluation and the BOD is considering evaluating themselves in the same manner this year and going forward.

### **Homework**

#### Full BOD

1. Take C2 policy poll
2. 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
3. Plan new director orientation
4. Discuss

- a. The BOD's authority to limit the number of BOD seats
- b. Option for write-in candidate on future ballots
- c. BOD Retreat

#### Owner Engagement Committee

1. Discuss Common Cents celebration event

#### Susan

1. Send GM evaluation to the BOD

#### Sasha

1. Invite John to March BDC meeting

#### 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.

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Meeting adjourned at 8:21 pm. Minutes respectfully submitted by Emily Berry, scribe.