

Belfast Community Co-op Board of Directors Meeting Minutes

March 22, 2023, Public meeting commenced at 6:00 p.m. Hybrid meeting at 18 Pendleton St. and via Zoom

Directors Present: Sasha Breus, Ernie Cooper (Vice President), Susan Cutting (president), Marion Grahek, Charlie Pattavina, Valerie Tate (secretary), Collin Thompson

Absent: John Kreuger (treasurer)

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

Owners: Steven Boas, Corinne Burr, Annie Bussiere, Jamie Cermak, Naya Flanzala, Rio Greeley, Alessandra Martinelli, Jim Miller, Gina Oswald, Ashleigh Russell, Edward Sheridan, Michael Walter

Agenda Review

The BOD agreed to move the monitoring of policy C2 - The Board's Role to the consent agenda, move the monitoring of the BI- Financial Condition & Activities monitoring report to the Finance Committee Report, and incorporate the BOD Evaluation into the Yearly Reflection. With these adjustments the BOD approved the agenda by consensus.

Announcements

The 2023 P6 Conference, put on by the Cooperative Maine Business Alliance, will be held in Lewiston, ME on April 8. The P6 Conference is for folks from all types of cooperatives: worker co-ops, housing co-ops, food co-ops, etc.. This year, Doug, Gina, Michael, and Heather Q will be presenting on meeting the needs in the community through our recently approved WIC program. BCC owners who attended last year's P6 Conference found it engaging and informative. Directors were encouraged to check it out.

Susan attended the Neighboring Food Co-op Association's annual meeting. She found it interesting and inspiring, as well as a wonderful opportunity to meet and connect with people from other co-ops.

The Consumer Cooperative Management Association (CCMA) holds a conference every year. Attendees are primarily from food co-ops but there are also folks from cooperative banks, co-op consultants, and industry professionals. Doug Johnson and John Krueger attended last year's conference in Sioux Falls, South Dakota. Valerie Tate attended workshops online. This year the conference is being held in Sacramento, CA. Due to cost, there will be limits on the number of owners we can send. Next year, CCMA will be held in Portland, ME and we plan to have a large showing.

Election Results

In the 2023 BOD election, 809 ballots were cast by owners in good standing, exceeding the 10% membership quorum [479], making the election valid. In this uncontested election, Steven Boas, Corinne Burr, Babette Cohen-Solal, Susan Cutting, Rio Greeley, John Krueger, and Jim Miller received votes totaling more than 25% of the total valid ballots cast, and were therefore elected to the Board of Directors.

The BOD accepted by consensus and ratified the results of the 2023 BOD general election.

GM Reporting

Alignment

Doug received the finalized equipment list from UNFI and reviewed it with Dave Blackburn and Julie Hafe of NCG. NCG's CFO approved the list and next week a 50% deposit will be put down on the equipment purchase. Doug discussed with Chris Lender of CNFE how the process for submittals for funds should happen. Doug submitted the first request for \$750K, which will be used for the equipment deposit as well as a few requisitions from the project's General Contractor. Doug saw no big changes in price on the equipment list and actually there was a small drop on the refrigeration equipment.

GM Update

A director asked whether the POS Coordinator position was new for the Co-op. It is not, however the position hasn't been filled since Heather Q moved into the IT & ECommerce Manager role.

A director asked whether there would be any disruption to operations during the electrical upgrade. The work is expected to be done during off hours and no disruption is anticipated.

A director asked about progress on repairing the Co-op's roof. Doug is waiting on a final quote for the roof repair. The work is not yet scheduled. Doug had a meeting with the GC to determine if repairs to the roof should be built into the renovation project and they determined that it isn't necessary.

B4 - Membership Rights & Responsibilities

The BOD accepted the policy B4 - Membership Rights & Responsibilities monitoring report as in compliance by consensus.

Board Administrative Matters

Yearly Reflection/BOD Evaluation

Several directors commented along similar lines that the BOD met and overcame challenges in a year that offered both high and low points; that the BOD dealt with what arose, with the support of consultants and attorneys, and was able to grow and mature as a group; that directors who left the Board during the year did so for a variety of reasons; and that the BOD's decision to renovate the store was a watershed moment. Directors expressed optimism and excitement for the future, especially as newly elected directors join the Board. They encouraged new directors to explore Columinate trainings and talked about the need for the upcoming orientation to clarify roles and review consensus decision making. Throughout the reflection, there was much acknowledgement of and commendation for the work the directors put in during these past 12 months.

BOD Evaluation

The BOD reviewed a list of each compliance decision they had made on the Board Process and Board-Management Relationship policies during the 2022 calendar year for the purpose of an annual evaluation. During this review a director objected to a previous decision. The decision stands, being previously discussed and agreed upon.

Consent Agenda

The BOD accepted by consensus:

1. the minutes from February 22, 2023 BOD meeting, and
2. policy C2 - The Board's Role as in compliance

B1 - Financial Condition & Activities

The B1 - Financial Condition & Activities monitoring report is submitted quarterly and this report addresses calendar year Q4 (Oct 1 - Dec 31, Belfast Community Co-op Q1). The B1 monitoring report compares how BCC is doing to other co-ops of similar size. The financial goal is to have specific key indicators at or above the median compared to the BCC's peer group. The seasonal nature of the BCC, with the most profitable quarter during the summer months, can affect these comparisons.

The GM reported partial compliance for global B1, due to margin minus labor and sales per labor hour falling below the median, and full compliance for the remaining sections. FinCom recommends accepting the report as submitted. The BOD accepted by consensus B1 - Financial Condition & Activities monitoring report as in partial compliance for global B1 and full compliance for sections B1.1 - B1.13.

Capital Campaign Team

As of this BOD meeting the capital campaign has \$964,700 in loans received and \$509,500 in loans pledged but not yet received, totaling \$1,474,200. That leaves \$25,800 left for loans up to the \$1.5M max. Additionally, the campaign has received \$16,050 in donations and \$14,150 in donations pledged, totaling \$30,200.

There is still quite a bit of work to do before the end of the campaign on April 16. The team will continue to reach

out to owners for loans with the encouragement of our second \$100K match. Emily Berry is working hard to request fulfillment of loans and donations from owners.

The team expects there will be “breakage” since, for a variety of reasons, some owners will not be able to fulfill their commitment.

A director asked at what point the campaign would consider the goal met. Valerie said that our consultants advise that we use the criteria of \$1.5M in the bank.

Valerie expressed that this capital campaign has been a game changer in terms of owner engagement -- an amazing opportunity for building community, which she hopes will continue well beyond the capital campaign.

Owner Engagement Committee

OEC recommended holding public in-person BOD meetings again. OEC confirmed that the Belfast Free Library (within walking distance of the Co-op and ADA compliant) is available on 4th Wednesday of the month. The BOD agreed by consensus to hold monthly in-person BOD meetings open to the public at the Belfast Free Library, with a hybrid option, beginning in April.

The BOD discussed the best way to distribute meeting information without disclosing proprietary information to the public. The BOD agreed by consensus to provide the informational packet in-person at the BOD meetings and make these packets available to view in the Co-op office.

OEC brainstormed Owner Forum events and will continue to do so at their April meeting. Ideas thus far have included a Co-op picnic and a Common Cents recipient event.

Board Development Committee

BoDev also discussed moving toward in-person monthly BOD meetings and hopes that all directors will make an effort to attend in-person.

BoDev presented the Code of Conduct Policy Violation Procedure to be added to the BOD’s Guidelines. This sparked a discussion of the BOD’s guidelines and whether the document is formal (if so, how to designate it as such) or informal. Some of the information in the guidelines has been added or updated by action of the BOD which implies a formal document. BoDev has been tasked with delineating guidelines from BOD approved procedures and presenting a recommendation for housing that information.

The BOD approved the Code of Conduct Policy Violation Procedure by consensus.

Seating New Directors

The BOD thanked Marion wholeheartedly for jumping in and committing to serve for the past few months. They also thanked Charlie for his two years of service, noting how much he had contributed to this board. They expressed regret that he moved away from the area and appreciation for sticking it out through his term.

The BOD agreed by consensus to seat Steven Boas, Corinne Burr, Babette Cohen-Solal, Rio Greeley, Jim Miller, and incumbents Susan Cutting and John Krueger to the Belfast Community Co-op Board of Directors. Welcome!

Based on the number of votes received, Susan Cutting, John Krueger, Babette Cohen-Solal, and Rio Greeley will serve three-year terms, Corinne Burr and Jim Miller will serve two-year terms, and Steven Boas will serve a one-year term.

Homework

Full BOD

1. Take C3 policy poll
2. Consider attending CCMA
3. Let Doug know if you plan to attend the P6 conference
4. Email BoDev with items the BOD can improve

Doug

1. Connect with Heather Q on tech for the library meetings

All Committees

1. Send items for consent agenda to officers

Board Development Committee

1. 2023 educational plan
 - a. Incorporate WIC / product mix education
2. 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

- i. topic ideas: role clarity, unity of control

3. Guidelines vs approved procedures and where those are housed

Owner Engagement Committee

1. Discuss Common Cents celebration event
- 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 8:30 pm. Minutes respectfully submitted by Emily Berry, scribe.