

Belfast Community Co-op Board of Directors Meeting Minutes

April 26, 2023, Public meeting commenced at 6:00 p.m. Hybrid meeting at the Belfast Free Library and via Zoom
Directors Present: Steven Boas, Sasha Breus, Corinne Burr, Babette Cohen-Solal, Ernie Cooper (Vice President), Susan Cutting (president), Rio Greeley, John Kreuger (treasurer), Jim Miller, Valerie Tate (secretary), Collin Thompson

Staff: Naya Flanzala (HR Manager, IGMT), Michael Walter (Ops Manager, IGMT), Emily Berry (scribe)

Owners: Annie Bussiere, Jamie Cermak, Eric Cohen-Solal, Thane Joyal (Columinate Consultant), Alessandra Martinelli, Ashleigh Russell, Edward Sheridan,

Agenda Review

At the request of Steven Boas, the BOD agreed to add item *G. Impressions of Lying* under *Board Administrative Matters*. With this adjustment, the BOD accepted the agenda by consensus

Announcements

There is still time to register for CCMA if directors are interested in attending.

The annual BOD retreat is scheduled for June 3, 2023.

Owner Comments

Alessandra said that it was great to be in person and great to be part of a group that loves the Co-op as much as she does.

Gina welcomed the new board members and reminded everyone to be kind, that everyone is doing the best that they can.

Conflicts of interest

At the first meeting following the seating of new directors, all directors orally disclose any conflicts of interest they may have. Thane Joyal, the BOD's Columinate consultant, facilitated this section of the meeting. Thane began by explaining why disclosing conflicts of interest is vital to the work of the BOD. In summary: The BOD's job is to make decisions on behalf of the Co-op; allocation to the board for the responsibility of decision making is the core of governance. The BOD's decisions should be trustworthy, made with a good process. The directors have a fiduciary responsibility to the Co-op, in terms of well-being not just financially. The Co-op is there to serve its owners and the directors are there to serve the Co-op. This responsibility obligates the directors to disclose current conflicts of interest and subsequently any that may arise in the future, thus adding to the integrity of the decision making process. Each director orally disclosed their conflicts of interest:

Sasha – none

Jim – none

Susan – affiliated with Come Boating, a Common Cents recipient

Babette – a current vendor at the Co-op

Valerie – none

Corinne – working for Stubborn Ox Farm, one of the Co-op's produce vendors, also her daughter attends White Ash Learning Cooperative, a Common Cents recipient

Steven – none

Collin – none

John – none

Ernie – affiliated with Belfast Community Works and the Belfast Window Dressers, both Common Cents recipients

Rio – affiliated with the Game Loft, a Common Cent recipient

A director asked for recommendations on how to address what one director sees as a conflict of interest that another director would deny or not see. Thane suggested adding it to a BOD meeting agenda and discussing it in open session, very rarely in executive session. This way the whole board is able to decide if it is worth talking about, which speaks to board holism, a foundation of good governance.

GM Reporting

B5 – Treatment of Customers

Thane also facilitated the GM policy monitoring section of this meeting. She suggested all directors look at the full policy first before reading the monitoring report. During the meeting the BOD uses the *Decision Tree for Acting on Internal Monitoring Reports*, a flow chart that guides and provides structure to the monitoring process. Thane pointed out that each monitoring report contains operational definitions for the policy and it is on the GM to provide a reasonable interpretation. Directors wondered if asking questions about the data in the report was appropriate while following the decision tree. Questions should be held until the decision tree process is complete unless answers are needed for a director to feel like they can act on the report.

Directors discussed whether the B5 – Treatment of Customers monitoring report was in compliance, as reported, if the data showed that customer count and basket size have not increased year over year. The BOD discussed the effects of the pandemic on these metrics and how these particular metrics are an imperfect measure of customer satisfaction.

The BOD agreed by consensus to accept the B5 – Treatment of Customers monitoring report as in compliance with a request for Doug to explore other metrics related to customer satisfaction sooner rather than later.

Alignment

Workers are living and breathing the upcoming renovation. Ground breaking scheduled for May 15 at 1pm. The renovation will begin in the basement and there has been and continues to be quite a lot of preparations for this. The basement of the Co-op has historically held dry grocery backstock and operations is dealing with this loss of space by relocating a storage container from the rear of the store to the newly flattened berm next to the parking lot and keeping this particular backstock there. Various items from the basement have been donated to Good Tern Food Co-op in Rockland as well as Habitat for Humanity.

GM Update Report

Hot food is returning! Jane, the Prepared Foods Manager, and her team are very excited! Prep Foods will be putting in place a countertop warmer for grab-n-go breakfast sandwiches and lunch time burritos. Operations expects that counter service will not be available until early 2024.

The equipment purchase has been placed and came in \$150K below the anticipated cost.

Directors are welcome to the May 3 worker meeting, which will be held in-person at the Belfast Free Library, or they can join remotely.

Board Administrative Matters

Officer election

The BOD used sociocracy's consent decision making process to choose officer nominees for the 2023 term. The BOD elected by consensus Susan Cutting to the office of president; Ernie Cooper to the office of vice-president; John Krueger to the office of treasurer; and Valerie Tate to the office of secretary, for the 2023 term, effective immediately.

Consent agenda

The BOD accepted by consensus the minutes of the March 22, 2023 BOD meeting.

Finance Committee

During the Finance Committee's April meeting, they discussed how to separate the costs associated with running the store from the construction costs. The pro forma will be a valuable tool in assessing the financial condition of the store during the renovation. Doug has spreadsheets that track the renovation timeline and purchases, which will also help with financial assessments.

FC reviewed the March financials and while there were no serious concerns, profit margin was less than budgeted and less than last year.

When the BOD approved the FY 22-23 budget they requested Doug recast the budget in 6 months, which Doug has done and submitted for approval during this meeting. FC recommended that the BOD accept the budget that has been recast for the next 6 months of this fiscal year. The BOD accepted by consensus the revised 2022-2023 BCC Budget.

Capital Campaign Team Report

The BOD agreed by consensus to gift members of the Capital Campaign Outreach Team a potted plant and a thank you letter signed by all the directors. Thank you to all members of the Outreach Team: Becky Nightingale Johns (volunteer), Annie Bussiere (volunteer), Kathy Martin (worker), Killian Brayson (worker), Valerie Tate (director), Alessandra Martinelli (worker), Emily Berry (worker), Susan Cutting (director), and Doug Johnson (GM).

The BOD affirmed that OEC will take the lead on the outreach to owners that had begun during the Capital Campaign.

Valerie recapped how pledges and funds collected were monitored through the HubSpot platform, recommended by one of the campaign consultants.

Upcoming celebratory events include the groundbreaking on May 15 for press, etc., a larger community celebration in August, and an end of construction event which could be as early as summer 2024.

Owner Engagement Committee

The April OEC meeting was primarily a brainstorming session on how to keep the momentum going from the Capital Campaign. OEC discussed what information would be useful to learn about the Co-op's owners and their participation in and knowledge of the Co-op. They discussed ways that owners previously participated, pre-pandemic, and new ways they could participate – recruiting for committees, social events, tabling events, vendor/producer visits, informational talks, and the potential for volunteer positions. OEC also touched on ways to keep the entrance and aesthetics of the store vibrant and engaging during the renovation project.

Board Development Committee

Self-monitoring: Policy C3 – Agenda Planning

The BOD discussed how they do not have a multi-year work plan as stipulated in policy C3 – Agenda Planning. BDC suggested that this could be addressed at the upcoming BOD retreat.

The BOD accepted by consensus policy C3 – Agenda Planning as in partial compliance with a plan for compliance.

BDC Report Con't

The BOD approved by consensus the plan for the annual BOD retreat, to be held June 3, 2023 from 9am – 5pm at the Limina Retreat Center in Searsport, to focus on strategic planning/visioning and role clarity.

Impressions of Lying

Steven accused the Capital Campaign of misrepresenting the results of fundraising to owners and called for disciplinary proceedings along with other actions. Valerie provided corrections and offered to review the numbers with him. She stated that, in her view, the reports were appropriate and had adhered to the Board's fiduciary responsibilities and followed standard practice. The BOD requested that Steven place his concerns in writing, including dates, figures, and other evidentiary metrics, and submit that to Susan.

Homework

Full BOD

1. Take D2 policy poll
2. Consider attending CCMA
3. Email BoDev with items the BOD can improve
4. Let Susan know which committee you would like to be on
5. Sign the thank you letter for the Outreach Team

Doug

1. Explore other metrics for customer satisfaction, submit those to the BOD sooner rather than later

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

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)

Steven

1. Submit CC concerns, including dates and figures, to Susan

Debrief

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

Meeting adjourned at 9:07 pm. Minutes respectfully submitted by Emily Berry, scribe.