

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

**August 23, 2023**, Public meeting commenced at 6:00 p.m. at the Belfast Free Library and via Zoom.

**Directors Present:** Sasha Breus, Corinne Burr, Babette Cohen-Solal, Ernie Cooper (vice president), Susan Cutting (president), Rio Greeley, John Krueger (treasurer), Jim Miller, Valerie Tate (secretary)

**Absent:** Collin Thompson

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

**Owners:** Steven Boas, Annie Bussiere, Jamie Cermak, Eric Cohen-Solal, Naya Flanzala, Ashleigh Russell, Edward Sheridan, Michael Walter

### **Agenda Review**

The BOD accepted the agenda by consensus.

### **Announcements**

Next owner outreach tabling events will be held on September 1, 15, and 29. All directors are encouraged to participate.

Directors are also encouraged to look at the Columinate training opportunities offered during September and October. While most of these trainings are offered online, there is an in-person CBL 101 scheduled for October 14th in Keene, NH and the BOD will be responsible for the logistics of attending.

### **Owner Comments**

Steven Boas requested posting front of store; cost of project; details of the cost of the project and what has been spent so far; details of added retail space; the pro forma; and the 2015 G2G market study results, which he said is important because this study is referenced on the Co-op's website as a reason for doing this project but the results can be interpreted to show that this project is opposite in many ways to what is recommended. Steven continued to advocate for postponing the project.

Rio Greeley noticed one of the parking lot lights needs replacing.

### **GM Reporting**

#### **Alignment**

Doug and our Owners' Rep negotiated an agreement on behalf of the Co-op with Paul Naron and the United Farmers Market to use space in their commercial kitchen. It was finalized this weekend. The Prepared Foods Department will move to this space in September. Originally, Prep Foods was going to move to the basement which would greatly limit production. When Operations began thinking about holding on to customer loyalty and maintaining the same level of service throughout the renovation, as well as preparing the Prep Foods team for a larger space and expanded menu, they began looking for other spaces in the area. The kitchen at the United Farmers Market is more than adequate to keep production at its current level. The Co-op is very thankful to Paul Naron for the opportunity.

After Labor Day, the General Contractor will begin work on the entire side of the store from Customer Service to the Meat Department.

As of August 22nd the Co-op has 5000 active owners, a new milestone.

Doug reported that Good Tern Co-op is applying to join NCG. Their application will be voted on at the fall meeting. The BOD and Doug discussed how being an NCG co-op affects the ability for a co-op to assert their individuality. Directors have seen many aesthetic similarities when visiting NCG co-ops, such as shelving, furniture, messaging on walls, etc. and expressed the concern that the Belfast Community Co-op may be losing an opportunity to be creative and/or distinct. On the other hand there is power in being recognized as a food co-op. The visual cues that indicate to a shopper that they are in a food co-op also immediately indicate what the values of the business are. Co-ops also

need the support of a large group to survive. Co-ops are going against the current in many ways and NCG supports this effort and increases the chances of being successful. NCG offers co-branding to all of its co-ops and some co-ops do opt for this particularly if they lack the time and/or resources to manage consistent branding on their own. If a co-op decides to co-brand with NCG they must stay within NCG's parameters. However, our Co-op decided to work with a local firm, Pica, on branding with a goal of staying true to the distinctive "vibe" that is valued by our community. A director suggested that the Co-op hold an Owner Forum after the renovation focused on the vibe of the store. Doug offered that there will likely be a "breaking-in" period following the renovation during which we settle into our familiar creative vibe.

In finance, August sales were up 7.2% over the previous year.

Don Moffitt, from Columinate, and Ben Sandel, from NCG, both reached out to Doug regarding support for the Food Co-op Initiative. The Co-op has agreed to a 3 year commitment of \$2500 per year.

The patronage dividend donation was finalized on the day of this meeting. At the end of the period for collection, any patronage dividend that has not been claimed or is under the \$2 cutoff gets donated to local non profit. This year's donation of \$2400 will go to Still I am One, which provides services to people ages 16 to 21 who are unhoused or home-insecure in Waldo County.

#### **GM Update**

The cost of using the United Farmers Market building will show up under the administration budget line.

As the renovation moves forward there are some workers that are moving to the administrative offices at 137 High St. These offices will now house the IT Department, HR, and Operations Management. Department buyers will be moved into the office at 18 Pendleton St. Operations is still determining where the Shop for Me program will be quartered but a few spaces have been identified as possible locations. Doug recognized that going forward in the renovation is not going to be easy but the workers have been amazing at adapting to all the changes. While the next step will limit work space on the retail floor level there is now the ability to reclaim some space in the basement, particularly for meat prep and receiving.

#### **B7 - Communication to the Board**

Doug pointed out that there was a typo on page 5 of the B7 monitoring report. The date listed was 12/10/2023, however, it should read 12/10/2022.

A director pointed out the interpretation of policy B7.6 as an excellent example of how the GM and the BOD figure out their relationship.

The BOD accepted by consensus B7 - Communication to the Board monitoring report as in compliance.

#### **B8 - Board Logistical Support**

Directors noted that the timeline for distributing the BOD informational meeting packets is no longer current since the monthly meetings were changed from the fourth Thursday of the month to the fourth Wednesday of the month. Doug will update this timeline in future monitoring reports.

The BOD accepted by consensus the B8 - Board Logistical Support monitoring report as in compliance.

### **Board Administrative Matters**

#### **Consent Agenda**

The BOD accepted by consensus:

1. The minutes from the July 26, 2023 BOD meeting, and
2. C7 as in compliance.

#### **2024 Election Procedures**

2024 BOD election will potentially fill 5 open seats; four three-year terms, one one-year term. Two of the open seats are currently held by incumbents. The BOD will finalize the ballot at the February 2024 meeting and voting will begin on the same day as the Annual Meeting, generally held in early March.

The recommended 2024 election procedures include opening the nomination period in September, which is earlier than past years. The BOD hopes this will allow time for the candidates to learn more about what's involved in being a BOD member and provide an opportunity for the BOD to learn more about the candidates. In addition to identifying information included in the currently-used application form, the recommended changes would require candidates to 1) provide two personal or professional references; 2) attend at least two BOD meetings; 3) attend an orientation session prior to February 1; and 4) meet at least once with a director who has been assigned to them as mentor. Candidates who do not complete the application process would not be qualified to run. However, the BOD has the opportunity to waive application requirements on an individual basis, including for those running as incumbents.

There was also a recommendation for recruiting candidates which included the usual means of individual brainstorming and calling friends & neighbors, as well as asking specific groups of Co-op members who they think would be a good director. This would involve targeted emails to various groups: top shoppers, local vendors, early co-op members, lenders or donors to the capital campaign, Co-op workers, etc.

The BOD agreed that these procedures are not an attempt to endorse or eliminate any candidate, but rather to ensure that candidates understand expectations of board service. The intention of the BOD would not be to filter candidates based on their qualifications or if they liked what the candidates said, only on whether the candidates are serious about being a director. The BOD would like to be assured that the candidates are committed and sincere. There was a concern that asking for references might be onerous for a candidate with smaller social networks. It was suggested that this could be an opportunity for candidates with smaller social networks to make connections; and that directors could be listed as references.

A director asked if candidates would be required to provide a video introduction and statement. There were suggestions that if so, these videos could be standardized or there could be a live candidate event that is recorded and shared with owners.

The BOD also questioned what the plan would be if candidates were not secured by November 15. Should this be the case the BOD can decide to extend the deadline.

The BOD adopted by consensus the following procedures for the 2024 BOD Election:

1. The nomination period would be open from September through November 15;
2. The BOD would implement focused recruitment;
3. In addition to submitting the standard nomination form, Candidates would be required to:
  - a. Attend two full Board meetings,
  - b. Attend an orientation session prior to February 1,
  - c. Submit two references, and
  - d. Meet with an assigned director.

A recommendation that was not approved was to include information about the candidates on the ballot, such as town of residence, occupation, number of years as a Co-op owner, and for incumbents, the number of years served on the BOD. The BOD decided that it preferred voters to make decisions based on a candidate's answers to questions and their stated goals for the Co-op and objectives for their service.

### **Owner Forum - Oct 19**

The OEC proposed holding an Owner Forum on October 19. They suggested the first half hour of the program feature a Halloween-themed activity, such as pumpkin carving or painting, and then hold an hour of Q&A. This forum would be planned as an evening program, with the time and location TBD.

The BOD discussed making the entire event a social activity, with a side table for asking questions. Alternatively it doesn't have to be either/or, the Forum could mix the activity with the Q&A, since it has been noted that people listen and discuss considerably better when they are doing something with their hands.

A director was concerned with the Co-op not doing fun things with the community and suggested a Halloween party at Blue Goose.

The idea of holding Owner Forums came about because it seemed that people wanted more information and to have their questions answered. Right now Operations is at capacity and participating in an Owner Forum is only doable because there is a preset format for informational events. If the BOD veers towards a party instead of an Owner Forum it would be the BOD's responsibility to organize it and Operations would only be responsible for promoting it.

The BOD agreed that it should host a purely social activity and OEC is developing one for February.

The BOD agreed by consensus to support the OEC efforts to have an Owner Forum on October 19 with a format that combines the social and informational.

### **Tabled Agenda Items**

Due to time constraints, the BOD agreed by consensus to table the remaining agenda items until the September 2023 regular BOD meeting and use the remaining meeting time to discuss a few miscellaneous items. It was suggested that the officers take timing into consideration while planning the September agenda. The tabled agenda items were:

1. BOD Packet Availability
2. Strategic Discussion / Training Planning
3. Board Activities Outside BOD Meetings

### **Miscellaneous**

The BOD agreed by consensus to change the December BOD meeting to the 20th.

A reminder to the BOD that the strategic planning portion of the agenda has not been assigned to the Board Development Committee, any director/committee can suggest discussion items.

The BOD also discussed how committees would present information during BOD meetings. If a committee makes a recommendation for the BOD to decide on, that would be included in the agenda or if a committee presents a matter that needs a discussion by the BOD that would also be included in the agenda. Committee chairs would need to request time on the agenda to address these points.

### **Owner Comments**

Owners were given the opportunity to speak.

### **Homework**

#### Full BOD

1. Take C8 policy poll
2. Sign-up for tabling events

#### Doug

1. Prepare NCG presentation
2. Update B8 report with accurate packet timeline

#### All Committees

1. Send only those items that require a discussion or a decision to the officers for inclusion in the agenda
2. Recommend discussion items for the strategic planning portion of the agenda

#### Board Development Committee

1. 2023 educational plan
2. Develop plan for best utilizing the

Board/owner interest spreadsheet

3. Organize CBL 101 travel logistics
4. Consider additional candidate information on the ballot

#### Owner Engagement Committee

1. Discuss Common Cents celebration event or another winter event
2. Learn about the intersection of Marketing and OEC roles and responsibilities
3. Plan for participation in Owner Drive
4. Brainstorm topics for Owner Forums, keeping in mind CCMA 2024 opportunities
5. Consider additional candidate information on the ballot
6. Finalize the plan and submit the ORF for the Oct 19 Forum

Susan

1. Update the event sign-up sheet

John

1. Share Gina's paper with BOD

Valerie

1. Draft a capital campaign debrief
2. Draft a BOD document storage report

Babette

1. Help draft candidate questions

Emily

1. Touch base with Sasha re: language around not barring applicants
2. Update the Guest Policies document

### **Debrief**

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

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Meeting adjourned at 8:27 p.m. Minutes respectfully submitted by Emily Berry, scribe.