

Belfast Community Co-op Board of Directors Meeting Minutes

September 27, 2023, Public meeting commenced at 6:03 p.m. at the Belfast Free Library and via Zoom.

Directors Present: Sasha Breus, Babette Cohen-Solal, Ernie Cooper (Vice President), Susan Cutting (president), Rio Greeley, John Krueger (treasurer), Jim Miller, Valerie Tate (secretary), Collin Thompson

Absent: Corinne Burr

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

Owners: Steven Boas, Annie Bussiere, Jamie Cermak, Gina Ferendo, Naya Flanzala, Alessandra Martinelli, Joseph Mellone, Ashleigh Russell, Michael Walter

Facilitator: Susan Cutting **Timekeeper:** Jim Miller

Agenda Review

The BOD approved the agenda by consensus.

Owner Comments

Steven Boas commented that it no longer looks like the renovation project can be postponed. He suggested that a construction costs manager might be useful in reducing the cost of the project. He would like to see a detailed list of what everything costs down to the countertops. He feels there must be ways to save money on the project.

Alessandra Martinelli let the BOD know that the nomination period for Common Cents 2024 is open until September 30. As a former director she highly recommended all directors take the Columinate training CBL 101 either in-person or online. She also talked about in the past how the Maine co-ops came together to share the costs of a local CBL 101 training, generally hosted by the most centrally located co-op, Rising Tide. This is something the BOD could look into doing again.

Joseph Mellone asked about reaching out to someone about bringing new products into the store. Contact info@belfast.coop.

GM Reporting

Alignment

Doug reported that there was a complaint made to OSHA of employees being exposed to excessive noise and dust on 9/20/23. OSHA did not give a citation, however, they did request data compilation and their request was responded to in full. The complaint has been cleared.

Michael Walter and Gina Ferendo will be away October 18th - 21st for the NCG Operations Conference in St Paul, MN.

Doug recently attended NCG's Designated Rep Conference. This conference happens twice annually, in the fall with a focus on professional development, and in the spring which is generally a celebration of successes. In addition to an array of workshops, this conference also includes meeting with peers, for the Belfast Community Co-op that's the Eastern Corridor Peer Group.

Doug will be away October 11th - 15th, visiting family in PA.

Congratulations to Good Tern Co-op in Rockland, they have been accepted into NCG.

Brittany Baird, NCG's Co-op Resource Manager for Eastern Corridor Medium-Size Stores, will be visiting the Maine co-ops the week of October 2nd.

GM Update Report

Doug reported that there are now over 5000 owners, and the number of fully vested owners has increased due specifically to an equity appeal letter that was sent to many owners at the beginning of September.

So far 34 organizations have been nominated for the 2024 Common Cents program. Directors wondered if the Co-op knew why the Common Cents donations have been so successful recently. It is most likely a mix of factors,

people feel strongly about some organizations, there are more shoppers during certain months, and people are generally more in support because they were able to have a voice in the organizations that were chosen. Additionally, the Co-op provides quite a lot of education about an organization during their given month. Some folks donate more than rounding up to the nearest dollar and some donated their patronage dividends. The recipients are assigned their month by pulling names out of a hat.

In the financial review, a director questioned the Year-to-Date Net Income of \$11,598 reported for the end of August. Doug pointed out that the Co-op was budgeted to lose approximately \$200K YTD by the end of August from the impacts of renovation.

Elaine Mack shared with a director that she is thoroughly enjoying having the Co-op's Prepared Foods Department in the shared kitchen of the United Farmers Market building. She was quoted as saying, "They are friendly, hardworking, and super clean. And I appreciate that their manager Jane treats the workers with such respect." She is also thrilled that her crackers are being sold at the Co-op.

BOD Action Items

Consent Agenda

The BOD approved by consensus the minutes of the August 23, 2023 meeting.

Columinate Contract

BD Comm recommended the BOD enroll in the Regular CBLD program through Columinate at the early bird rate of \$7725. An important component of this program for the BOD is the consulting hours. Even though it says 15 hours of consulting for this contract, Thane Joyal, the BOD's assigned consultant, has been generous and willing to help beyond the 15 hours. Additionally, Thane attends the Board's agenda planning meeting monthly, she helps the BOD access information and resources, and the BOD has reached out to her on numerous occasions with questions. Thane has been the BOD's consultant since prior to implementation of policy governance in 2014, providing invaluable institutional memory.

The BOD agreed by consensus to enroll in Columinate's Regular CBLD program for 2024 during the early bird discount period for a cost savings of \$400.

C8 - Governance Investment

Many of the comments on the poll for policy C8 mentioned Columinate as an important component to the BOD's governance investment.

BD Comm mentioned that many of the comments in all the various policy polls do not state out of compliance but do address areas or ways the BOD can improve. Others comments are questions that do not have a clear venue in which they can/should be addressed. BD Comm will evaluate and recommend action to the BOD.

The BOD accepted by consensus policy C8 - Governance Investment as in compliance.

2023 BOD Education Plan

BD Comm discussed the best way to approach the 2023 education plan for the remainder of the year and recommended encouraging directors to participate as much as possible in Columinate trainings; and participate in the educational components of upcoming strategic discussions.

A director expressed appreciation for the word "encourage" over a previous suggestion that classes would be "required". In answer to a question from another director, they said that some very good people might find a training requirement to be a potential barrier to serving on the BOD, due to learning differences and/or concerns around travel.

There was support for the idea of inviting directors to gather in a group to take online classes.

Directors also discussed integrating a report of any trainings taken into the monthly BOD meetings.

The BOD accepted by consensus the recommended 2023 educational plan.

BI - Financial Condition & Activities

This BI - Financial Condition & Activities monitoring report addressed Q2 (April, May, & June) of 2023.

During their September meeting FinCom discussed areas of the BI monitoring report where the Co-op fell short of

its peers: margin minus labor, sales per labor hour, and debt to equity ratio. They explained that the indicators that include labor fall short in large part due to the Co-op's efforts to pay a living wage. Additionally, the Co-op just borrowed money for the renovation, so the debt to equity ratio is to be expected.

FinCom recommended that the BOD accept the BI monitoring report as written. Directors questioned if they need to change the standards for those indicators that fall below the median quarter after quarter. Doug believes that the trends over time are more important than the individual pieces of data.

The BOD accepted by consensus with one abstention the BI - Financial Condition & Activities monitoring report as in partial compliance with the Global BI and BI.4; and full compliance with sections BI.1 - BI.3, and BI.5 – BI.13.

Committee Reports

Board Development

BD Comm reported that the 2024 election process is underway. At least three informational emails about the nomination period have been sent to owners through the e-news. Emails targeted at engaged owners and vendors have been sent requesting suggestions for candidates. BD Comm extends thanks to the Marketing Department and Heather Q for sending emails, making social media posts, updating the website, etc. There have been a handful of responses thus far.

Owner Engagement

OEC has planned a Family Fun & Owner Forum event for October 19th, running from 5:30pm - 7pm at the UU Church in Belfast. OEC has requested that the entire BOD attends. All are welcome to wear silly hats. There will be an activity for kids (decorating paper pumpkins for Co-op window display) in the first floor room, and an informational session beginning at 6pm held in the second floor sanctuary.

OEC is looking for a location for the 2024 Annual Meeting, tentatively scheduled for Sunday, March 3, 2024.

Finance

The Finance Committee suggested that the Board delay final approval of both Belfast Community Co-op 2023-2024 Business Plan and Policy: B2 –Planning and Financial Budgeting and operate under the existing drafts until more review time is provided to the Finance Committee and more solid numbers are available for the fiscal year 2022-2023. All directors are encouraged to reach out to FinCom and/or Doug with any questions.

During their September meeting, FinCom used their time to make sure they were understanding the renovation project. They reported that there has been approximately \$100K spent in contingency so far on small things. FinCom also wanted to clarify that the risk associated with the flooring was the cost of abatement, not a health risk. FinCom reported that Chris Linder, of CFNE, was approached by the USDA to discuss Energy Efficiency Improvements REAP grants. Chris was asked if he could think of anybody that could use the money -- yes, the Belfast Community Co-op! The Co-op could potentially be eligible for up to \$500K in REAP grants. The deadline to apply is December 31, 2023.

Strategic Planning & Other Matters

November Meeting: Ends

In an effort to gain more than 15 to 20 minutes at the end of the meeting for strategic planning and discussion, BD Comm would like to adjust the agenda further. The idea would be to alternate months with work, like policy monitoring, and strategic planning. This idea could be trialed with the Ends Report, which the BOD has two months to cover. The October BOD meeting would be spent addressing clarifying questions and compliance of the monitoring report, and then the BOD could use the time during the November BOD meeting to have a deep discussion of the Ends. To continue this trial period, the BOD could move the routine work for November to the December meeting, effectively making alternate months working months and strategic months. If this works for October/November/December it could be implemented at other times of the year, and potentially adjusted further to having quarterly BOD meetings that cover three months worth of policies and using the two interim meetings for

strategic planning.

Priority Topic List

BD Comm is in the process of building a menu of topics for future strategic planning discussions. Based on the responses from directors about topics of importance there is some consensus on certain topics and the BOD might want to address those first.

Homework

Full BOD

1. Take DI policy poll
2. Review the contact list spreadsheets and ID owners you can reach out to
3. Send questions re: B2 & business plan to FinCom/Doug
4. Review the strategic topics list, make comments
2. Track the BOD's use of CBLD
3. Beekeeper stream for policy monitoring questions
4. Send out the links to the Columinate trainings
5. Discuss strategic topics priority list, make plan

Officers

1. Agenda
 - a. Incorporate Columinate training reports
 - b. Oct: include NCG presentation
1. Discuss Common Cents celebration event or another winter event
2. Learn about the intersection of Marketing and OEC roles and responsibilities
3. Brainstorm topics for Owner Forums, keeping in mind CCMA 2024 opportunities

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
1. Talk to Thane about organizing a local training
2. Share Thane's quarterly report

Board Development Committee

1. Organize directors to attend virtual trainings together
1. Draft a capital campaign debrief
2. Draft a BOD document storage report

Susan

Valerie

Ernie

Owner Comments

Annie Bussiere wrote in the Zoom chat: "As a former director I just want to also highly recommend taking Columinate classes. I've taken over a dozen easily. They work really hard to make things accessible and will work with your needs."

Debrief

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

The meeting adjourned at 8:19 pm. Minutes respectfully submitted by Emily Berry, scribe.