

Belfast Community Co-op Board of Directors Meeting Minutes

February 28, 2024. Public meeting commenced at 6:03 p.m. at the Belfast Free Library and via Zoom.

Directors Present: Sasha Breus, Corinne Burr, Ernie Cooper (Vice President), Susan Cutting (President), Rio Greeley, John Krueger (Treasurer), Jim Miller, Valerie Tate (Secretary), Collin Thompson

Absent: Babette Cohen-Solal

Staff: Doug Johnson (GM)

Owners: Todd Bluhm, Annie Bussiere, Jamie Cermak, Beth Dickinson, Alessandra Martinelli, Mirja Pitkin, Ashleigh Russell, Charles Sterbach, Michael Walter

Agenda Review

The BOD accepted the agenda by consensus.

Announcements

Annual Meeting, March 2, from 2 - 4pm, with Zoom option; opening at the UU Church with 30 minutes to meet and greet Board candidates and owners.

Neighboring Food Co-op Association meeting March 16 in Greenfield, MA

Cooperative Maine Business Alliance Principle 6 Conference April 6 in Augusta, ME

Owner Comments

Mirja Pitkin advocated for placement of the community bulletin board in the cafe post-renovation.

GM Reporting

Alignment

Doug reported that the glass cafe exterior would be going in this week. Temporary registers are being set up in the kitchen space. There will be a change in how to enter the store.

The Co-op was bumped up within the National Co+op Grocers (NCG) Eastern Corridor from medium-size to the large-size peer group since we exceeded \$10M in sales. We've actually exceeded \$10M in sales for several years. For various reasons within NCG, there was a delay in making this change.

GM Update Report

The directors gave kudos to Marketing for the Annual Report.

Board Action

B9 - Emergency GM Succession

In response to a question, Doug confirmed that there had previously been two managers lined up in the succession plan and now there is one. He said could go back to two in the future. Doug added that, while the plan provided to the Board is sufficiently detailed, there is more detail that is not provided to the Board due to the sensitivity of the information.

The BOD accepted by consensus the B9 - Emergency GM Succession monitoring report as in compliance.

Consent Agenda

The BOD accepted by consensus:

1. The minutes from the January 24, 2024 BOD meeting,
2. Policy CI - Governing Style as in compliance

2024 Ballot

Ernie explained that the draft ballot would be updated with the number of Owners in good standing as of this date February 28, 2024. That number is 5,180. Therefore the number of voters required in the election of Board members to constitute a quorum will be 518, or 10% of the total membership. The election will begin at the Annual

Meeting and will continue for a certain number of days or until a quorum is reached.

The BOD accepted the ballot by consensus.

Strategic Work Ad Hoc Committee

In response to questions, Valerie pointed out that the Recommendation in the Board's packet includes a commitment to work effectively with Doug in partnership, making sure that the Board and Operations are aligned with goals and objectives according to our Ends. She clarified that the Board shares its vision and Operations implements the plan. Sasha pointed out that this work would meet our responsibilities for Policy C3. She noted that the recommendation looks a lot like a permanent committee charter and brought up the question about whether or not this is really an ad hoc committee. Ernie said that it could start as an ad hoc committee and become permanent if the Board chose; and that the ad hoc expansion committee had a charter.

The Board accepted the recommendation by consensus.

GM Evaluation

Ernie explained the background and procedure for the GM evaluation. In response to a question about adding a self evaluation in the future, Doug explained that his monthly monitoring reports of policy compliance or noncompliance constitute his self evaluation. Compliments, kudos and appreciation were expressed for Doug's leadership, in particular as evidenced by the recent Annual Report.

The Board certified without reservation Doug's successful performance as GM and the evaluation was accepted by consensus.

GM Compensation RFP & Process

Susan reviewed the proposed RFP and process. Sasha summarized the process that she and John led two years ago. Valerie reminded directors that we will be discussing a work agreement, not a contract. Directors agreed that, once Doug provides his RFP by Friday March 15, the full Board will meet ASAP in – a previously announced to Owners – Executive Session. Susan will send a Doodle poll to set a date for the session, probably on Monday March 18 or Tuesday March 19. If there are any questions to discuss with Doug, the Board will designate representatives to meet with him at his earliest convenience. There will be a previously announced executive session to finalize and approve the agreement at the regular Board meeting on Wednesday March 27.

The Board accepted the recommended RFP and process by consensus.

Board Discussion Items & Committee Updates

Owner Engagement Committee

Susan provided an update on plans for the Annual Meeting. The meeting will open at 2pm with a half hour for meeting and greeting. Rio volunteered to be a greeter and to read our Ends and Ernie volunteered for the registration table and to read our cooperative principles. Collin will be handling questions from Zoom participants. Special badges will be made for Board candidates. Ernie will direct attendees from the registration table to the candidates and suggest that they introduce themselves. There will be an Annual Meeting dress rehearsal on Friday at 2:30pm.

Doug will make sure badges are made for Rio and for Board candidates.

John said that the Finance Committee will review the budget should OEC need further funds for future activities. He expects that the budget could be recast to provide an additional \$500 if needed.

Finance Committee

John announced that the Co-op's application for a REAP grant was denied apparently due to the lack of a full energy audit. We had followed the advice of the USDA expert hired to write the grant who told us that we would be fine with the current assessment which showed we would save \$30K a year through the upgrades we planned. We can't reapply at this point since the equipment will have been purchased. In addition to the Finance Committee report in the Board packet, John noted that the renovation project summary is on the Board Google drive in the renovation folder.

Board Development

Ernie, John, and Doug are hopeful that their CCMA proposal presentation will be accepted.

Debrief

Valerie requested a Board conversation at a future meeting about the usefulness of the Debrief section on the Agenda. As the conversation developed, Valerie suggested that, if directors really want a debrief, perhaps it could be structured differently or a clarifying question could be asked. Susan suggested that those who volunteer to share could offer something they liked about the meeting. Rio suggested that the question, "Do we need a debrief?" could be asked. Sasha said she appreciated that the time is there in case someone has something important to say. As debrief matters, John said that the Board is becoming more efficient, the discussion is substantive, and he enjoys working with everyone on the Board. Susan asked how directors like the 15 minute or longer break. Collin prefers to finish sooner than having a longer break.

Homework

Full BOD

1. Take policy poll
2. Keep experimenting with Beekeeper
3. Consider different options for using the debrief time

Owner Engagement Committee

1. Learn about the intersection of Marketing and OEC roles and responsibilities
2. Ask Doug about surveying Owners for Owner Forum topics
3. Develop process for director calls to owners

Susan

1. Send poll to set up full Board executive session for either Monday March 18 or Tuesday March 19
2. Talk to Thane about organizing a local training

Valerie

1. Draft a capital campaign debrief
2. Work with admin to organize google drive folders and files

Doug

1. Prepare comparison of Eastern and National Corridors
2. Ensure monitoring summaries are continually compiled into spreadsheet
3. Board badge for Rio; candidate badges for Charles, Todd, and Valerie

Meeting adjourned 7:49pm. Minutes respectfully submitted by Valerie Tate, Secretary.