

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

**March 26, 2024.** Public meeting commenced at 6:01 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), Collin Thompson

**Staff:** Doug Johnson (GM)

**Owners:** Todd Bluhm, Annie Bussiere, Jamie Cermak, Beth Dickinson, Alessandra Martinelli, Charles Sterbach, Gina Ferendo, Lawrence Reichard

### Agenda Review

The BOD accepted the amended agenda by consensus. The Executive Session Minutes were taken out of the Consent Agenda since they didn't make it into the packet.

### Minutes of the Executive Session

"The Board met in Executive Session on March 18 and March 25, and came to consensus regarding the compensation agreement between our GM and the Belfast Community Co-op."

Accepted by consensus.

### Announcements

Susan announced the Cooperative Maine Business Alliance Principle 6 Conference April 6 in Augusta, ME. Doug said we have a couple extra free passes since Jamie is presenting. Contact Susan for carpooling.

Susan attended the Neighboring Food Co-op Association annual meeting March 16 in Greenfield, MA and found it inspiring. It was announced that a UN resolution has called for a second International Year of Cooperatives in 2025; as a way of promoting cooperatives and raising awareness of their contribution to the implementation of the Sustainable Development Goals and to overall social and economic development. The first Year of Cooperatives was in 2012. She took part in the climate change and climate justice discussion group and learned more about what other co-ops are doing. She attended the policy advocacy break-out group. Susan will send a summary of the program to the BOD.

John noted that he and Ernie are participating in a Waldo County climate action group.

### Owner Comments

Lawrence Reichard suggested a No Idling sign at entrance; size max for notices on the bulletin board of 8.5 by 11 and removing those that are placed over something that was there first; and closing for the eclipse, with all workers paid. He noted that the eclipse starts in Belfast at 2:19pm, peaks at 3:32pm, and ends at 4:40pm.

### GM Reporting

#### Alignment

Doug reported that the BOD can play a role in these upcoming events:

Sturgeon Talk – Co-op is sponsoring	Thursday, March 28 7-9	Bayview Event Center (red Building)
Bowling for Kid's Sake: Big Brothers, Big Sisters Fundraiser	Wednesday, April 3, 6-7	All Play
Principle 6 Conference – Co-op is presenting	Saturday, April 6 9-5	Augusta, U of M
Keeping Belfast Maine Beautiful – let Doug know if you can	Saturday, May 11 8 - 12	Meet at Co-op @ 8:30 AM

participate		
OUT Maine Training	Thursday, May 16, 5:30 - 7:30	TBD

Marketing would like time to present at our next meeting during Doug’s alignment time about other opportunities for BOD participation this coming season.

Hotel rooms are reserved for May 29 to June 1 for CCMA. Michael Walter is going to lead a panel discussion: “Who Are We Anyway” – with Gina, Brenda, Jamie, and Doug. Doug will take care of registration.

Still not sure when CMP shut-off will happen. It was previously delayed due to the recent storm. It might be next Monday, the day after Easter Sunday. So the store would be closed two days in a row.

**GM Update Report**

John asked how the floors are doing, if color is possible, and if they will be sealed. Doug said, “They look funky, but I like it. Grinding, polishing, and sealing are happening. Color is possible, but they look great as they are.”

There are no candidates yet for BOD admin support. Doug has discussed the matter with our HR consultant. There are some ideas. Might try one more time to open it up internally before posting externally.

**Board Action**

**Board Evaluation - Yearly Review**

Sasha: These are applicable to last few years. Sense of staying the course. Seen high and lows that were unanticipated in a lot of ways. Operations kept moving forward and the BOD kept showing up through some painful times. We have grown a lot. We’ve made changes in our meetings, gotten more efficient, gotten to focus on interesting things. Impressed and grateful.

Ernie: It’s been quite a year. Susan’s email resonated with me. Capital Campaign was a real accomplishment for Operations and the BOD. We stepped up. Valerie, the BOD and Operations get credit. There were some tough times. We had to dismiss a member for conduct unbecoming to a board member. It wasn’t easy for anybody. It was an important step. We took positive steps to make meetings more meaningful, cut down on routine things and created more time for having more meaningful discussions.

Jim: I agree with Ernie and Sasha. I’ve only been around since January. I’m curious about what happens when the Co-op opens. Do we go back to being a grocery store with community involvement? Looking at Susan’s list you realize how much we contributed.

Valerie: I, too, really appreciated Susan’s list and agreed with all of those major accomplishment. The most fundamental for me are the relationships that have grown among us. I really appreciate that people have been direct, asked questions, expressing opinions, and having discussion. I think it’s a good thing that we’re not always in agreement. We come from different backgrounds, different priorities, and different points of view. I think that makes for stronger decision-making. And we have made good decisions. We’ve been willing to try things out when we don’t know for sure if we really want to have a dance party or approach strategic work in a certain way. We’re willing to give it a try and if it doesn’t work, “no harm, no foul.” And luckily, or maybe it’s because we are super smart, we’ve been successful in so many ways, and respectful of each other. And I have to say that I like every single person on this Board so much and it’s been a real pleasure to work with everybody.

Corinne: Having joined this year, it was an intense start. Fun ending. Initiation into board work. Valuable experience of evolution and getting a different sense of community. We have differences that are all so valuable. A lot of moments in meetings of hearing people offer perspectives that I would never have thought of myself and then they seem obvious. Rich year with so much happening. A diverse year. There was serious business and then the dance party was a huge highlight to see that we are so supported in the community.

Babette: As everyone knows, I'm a little unenthusiastic about the direction the Co-op has taken and I do agree with everybody that's spoken so far. Everyone is incredibly dedicated to have the discussions and come to the decisions that are needed. This is my first year on the Board and it's been an amazing experience. I'm really proud of the changes we've made to the meeting structures. Everybody who worked on that has done an amazing job. It's come so far.

Doug: This time last year, we were preparing for the ground breaking. Completely different time now than it was then. It's been such a journey operationally. There's a lot to be proud of in our BOD service and the way we've operated. The lesson I keep learning over and over is how the democracy of the Co-op is fragile and important; much hinges on that democracy; and we need to take that work seriously; not just the people in this room, but all of our 5000 owners. People's livelihoods are in the balance. Participation is so important.

Rio: I agree with what's been said. One of our greatest improvements is coming together, making things easier. This is my first year, too. This time last year was pretty stressful. I still have a long way to go as a member. I'm less stressed about it now and it's a testament to our teamwork and growth.

John: Quite a year. Officers/GM relationship is strong compared to previous years. Communication is much better. Renovation has been scary. As a finance person, there's been a lot of weight and a lot of dependency on the pro forma. As we are rebuilding it's clear that the facility was in terrible shape and rebuilding was clearly needed, seeing structural problems and waste streams. We are building a future for the Co-op. Thankful for the capital campaign. We know it's not done. There might be more surprises. We've built such a nice gem in the center of town. I feel so good about the co-op idea. It was really helpful to attend CCMA last year. I saw that we're not alone here. It's a new way of approaching commerce and community. My faith has been inspired. I appreciate that I've been accepted here and feel fortunate to work with all of you.

Collin: Lots of ditto. Been thinking about the transition we're about to have. The operational side of things getting going and this desire to get back to just selling groceries. And there's going to be a lot of that. Our focus on the BOD is probably going to have to change substantially, too, to transition from supporting the immediate need of the project now to a next stage that is generative mindset, leading, supporting, forward momentum. What do we do once we've check this big box of the renovation? It's neat that, mid stream while we've been working towards this end of opening this new store, we've been able to take a beat, and start thinking about that. That, to me, means Doug is doing a heck of a job of project management and also that the BOD is able to focus on key areas that we need to offer support and leadership while still keeping an eye on the future. That's exciting because it means we're doing a lot of the other things right. This year, being as challenging as it was, has highlighted some of the areas we will have to focus on – the growing pains, the unfortunate things we've gone through. We're creating precedent. We're understanding where the weaknesses in our systems are and we're able to shore those up for any future things that might come up. In looking at Susan's list, it blew my mind that those were in one year. It has been really productive.

Susan: Ditto. Thank you all for everything you have contributed from the capital campaign to the finance committee for all the work and support and Doug keeping us informed. Thank you to Board Development folx for systems to deal with conflict of interest right before we unexpectedly needed it. Summary monitoring report has helped us to become more efficient with our meetings and creating the space for creativity. The OEC has contributed energy and creative thought. It was transformative and exciting. Finishing up the year with the dance was something I never would have thought of doing. We learned a lot from that. Everyone has put in so much this year, so thanks to you all.

## **Break**

10 minutes

## **B4 - Membership Rights and Responsibilities**

Ernie asked if the Co-op will now be giving every new owner an individual number. Doug said that the Co-op has started implementing it for new members.

Susan noted the number of owners who voted in the election of Board members is up to 952, another increase over the previous year. Doug noted that online voting really helps with participation.

Susan asked what would be the financial condition that would warrant the restriction of equity. Doug said it would be so bad that we would have to fold.

Valerie noted that various measures are showing increasing participation. More people are becoming owners. More people are voting. People are showing us in various ways that they love the Co-op. Sometimes it's by shopping.

John said we are so much more than a store. We deal with all of these principles and we see that reflected when we see our owners participating in the community in so many different ways. It's not just the store.

B4 was accepted in full compliance.

### **BI - Financial Condition & Activities**

John reported that the Finance Committee went over this in great detail. Yes, total Global BI and I.I through I.4 we missed, but how can you compare yourself to a business that's not going through a renovation? When we become more operational, we wanted to look at another peer group. Right now we're compared to large co-ops nationally. There is a plan to look at other large co-ops nationally, especially Eastern Corridor, to expand on this when we are operating more normally. I can't see any fault for not meeting our comparisons. Sales growth was better than we expected. Our labor costs have been high. I'm proud that we kept our operations staff employed. We stayed true to our workers. We've had to cut inventory. What we got was to be expected. Comfortable with the way things are going.

Susan noted that not meeting those four sections has to do with the renovation. We have this incredible team. Contractors are working with Doug to stay on the plan financially. We'll get through this.

Accepted BI, and BI.I through I.4 as not in compliance.

Accepted BI.5 through I.13 as in compliance.

### **Consent Agenda**

Last month's minutes – approved

GM Compensation Agreement – accepted

C2 - Board's Role – accepted as in compliance

### **Certify Election Results**

Ernie noted the bylaws requirements for our elections of Board members. There have been 952 ballots cast during this year's Board member election; which is over the 10% of owners required to make it a valid election. Each of the three candidates received more than 25% of the votes cast as required. Ernie recommended that the BOD certify the election of Todd, Charles and Valerie. Each will have 3-year terms.

### **Seat New Board Members**

Todd, Charles, and Valerie were officially seated as members of the Board.

### **Appreciation**

Having completed her term, Sasha Breus is leaving the Board.

Susan appreciated Sasha's focus on process.

Jim is happy that Sasha will continue to serve with us on the strategic work group.

Ernie marked that Sasha always spoke up with good ideas.

Rio was looking for ways to contribute, when Sasha recruited him to run for the Board.

Collin said she twisted his arm to run for the Board.

John noted Sasha's thoughtfulness, deeper insight, and how she brought up other factors we might not have seen otherwise.

Doug told the story of how, early on in Sasha's tenure when things were really rough, Sasha reached out and asked if they could have coffee. It meant the world to him.

Valerie expressed gratitude for Sasha's board recruitment successes; her direct with her thoughts, opinions and points of view in such a way that she could understand them; her gravitas, intelligence and commitment; and that rare combination of somebody that is really brainy and has a great heart.

Corinne appreciated Sasha's insights and angles that she wouldn't have thought of; and her clear dedication and commitment.

Babette said via the Zoom chat, “Thank you Sasha I learned so much from you this year! Your perspective has always been very unique and appreciated. Like Corinne said you see things from a different angle.”

Sasha said, “That’s incredible. That meant a lot. I didn’t expect that. Maybe that’s something we can do for each other every year. It was a challenging decision to make not to run. I will miss being involved at the Board level. This Board has change a lot in the last few years. I’ll be around.”

## **Board Discussion Items & Committee Updates**

### **Finance Committee**

John: We went through a lot of data last week. About 70% of the project is done. We think there’s about 30% of the budget left. It’s going to be really important financially that people come back to the store when we have a successful opening so that we can end this year profitably. We are going to recast the budget and it will be tough as we try to anticipate how the rest of the year is going to work. I want to thank the members of the committee for their work.

### **Owner Engagement Committee**

Babette: There are a few things pending, including the possible rebranding of owner forums.

Susan: OEC has an idea for Tea and Talk. We will check with Operations and provide an ORF. It will be a different feel; maybe in May; at the Library or Rockweed.

Rio asked what is Doug’s opinion about low worker attendance at the Annual Meeting

Doug noted that work life is fraught. Workers are showing up and doing their duty. Anything outside of that might seem like too much.

John asked about the Grand Opening. Doug answered that the date will be June 21. Retail should be ready by June 5. Most of the store will be completed in the last week in May. Alessandra is talking with other co-ops and Jon Steinman about coming to Belfast. Steinman wrote “Grocery Story: The Promise of Food Co-ops in the Age of Grocery Giants”. Doug expressed concern about the pressure on Marketing and cost to Operations for turnout at the teatime event. He suggested that, after the cafe is open, there could be a regular teatime with the Board.

Ernie affirmed that Tea and Talk would not be about drawing a crowd.

Valerie suggested that some events may hold great value even though there isn’t a great turnout. Sometimes quality wins over quantity. The owners who might attend a smaller event could be future Board members or committee members. It offers a different way to participate. And there could be ways for the Board to take on more responsibility for publicizing the event.

Jim asked if we’ve ever talked about sitting down with people who aren’t owners. Doug responded that this is the work of Marketing.

Susan noted that OEC will be meeting in a couple of weeks and will consider this input and will make a proposal at the next meeting.

### **Board Development Committee**

Ernie: Welcome new Board members. You’ve had an extensive orientation. There will be a mini orientation to catch up on loose ends, sign forms, answer questions, and give you (and other members of the Board) a tour of the store. Will review the new election process next meeting. Planning annual retreat at the next meeting. Ideas welcome.

### **Strategic Work Group**

Valerie: The Ad Hoc Strategic Work Group met on March 25, 2024. In attendance were Susan, Valerie, Sasha, and Jim. All our welcome. Our meetings are the first Monday of every month. Discussion focused on process, content, and a 1-year timeline. The expectation is that there will be concurrent work to research, educate, engage stakeholders, meet goals and objectives, monitor and evaluate; translating the vision of the Board and our Owners into our Ends and/or Policy Governance. This is an expansive process. We are not directing specific actions. We set an intention to approach this as new learners with open minds. We plan to start with the topic of environmental policy.

Sasha acknowledged that we haven't done strategic work in a really long time. We've been so focused on the renovation for so many years. It's okay that we're not practiced at strategic work and don't know everything about this. Even though Policy C3 requires the Board to follow a strategic multi-year workplan and annual agenda. The approach of learners' mind will be coupled with getting into action as soon as possible. We don't want to just spend a year planning to plan. I used the word iterative. We want to get into a process where we start working on something, gather feedback, and continue the action.

The question came up about non-director committee members. Can we approve Sasha to serve on this committee? Doug explained that the Finance Committee is the only committee requiring a vote to approve non-Board members. The board agreed that Sasha should be a part of the committee.

Since this is an ad hoc committee, it is more than a discussion group. It will bring recommendations to the Board for full discussion and to make decisions as a "committee of the whole". Ernie will draw up the committee's charter and it will come to the Board for approval.

### **Afterthought**

Rio asked for a Board discussion about letters from owners regarding boycott of products from Israel.

Valerie suggested that Board members review the responses that were sent to the letter writers; and then have a discussion at our next meeting.

Sasha suggested that we set parameters on how we have the constructive discussion; be clear about what Board can do. We could focus on the specific topic about how the Board responds.

John noted that product decisions are the responsibility of Operations.

Valerie agreed and noted that the Board connects with owners. They reach out to us and we need to respond. We need to come to an understanding among ourselves about the best approach.

Babette asked if it would be a good idea for the Board to put out a statement publicly to share our response with all members.

Susan will share responses to the three letters with the Board and our responsibility on policy questions. She asked that Board members send their thoughts to the officers.

### **Closings**

#### **Homework Items**

Full Board

1. Take policy poll
2. Keep experimenting with Beekeeper
3. Send ideas for debrief time to Board Development
4. Send your preferences for serving on Board committee(s) to Susan
5. Prepare for next month's annual conflict of interest check-in
6. Prepare for next month's officer elections
7. Send ideas for retreat topics, timing, facilitation, and location to Susan
8. Send thoughts regarding responses to owner letters to Susan

Owner Engagement Committee

1. Consider input on Tea and Talk and make a proposal at the next meeting.
2. Learn about the intersection of Marketing and OEC roles and responsibilities
3. Ask Doug about surveying Owners for Owner Forum topics
4. Develop process for director calls to owners

Valerie

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

Doug

1. Check on CCMA registration and hotel reservations
2. Ensure monitoring summaries are continually compiled into spreadsheet
3. Board badges for Charles and Todd

Susan

1. Share responses to the three letters and our responsibility on policy questions.
2. Send summary of climate change program from the recent Neighboring Food Co-op Association meeting.
3. Talk to Thane about organizing a local training

**Owner Comments**

There were no owner comments.

**Debrief / Evaluate Meeting**

Rio thought it went well

John noted that Jim did a great job as timekeeper.

Adjourned at 8:04pm

Respectfully Submitted

Valerie Tate, Secretary