

Belfast Community Co-op Board of Directors Meeting Minutes

April 15, 2024. Public meeting commenced at 6:04 p.m. via Zoom.

Directors Present: Ernie Cooper (Vice President), Susan Cutting (President), Rio Greeley, John Krueger (Treasurer), Valerie Tate (Secretary), Collin Thompson, Todd Bluhm, Charles Sterbach, Corinne Burr, and Babette Cohen-Solal

Directors Absent: Jim Miller

Staff: Doug Johnson (GM), Jamie Cermak, Alessandra Martinelli, and Gina Ferendo

Owners: Annie Bussiere, Zafra Whitcomb, Elizabeth Dickinson, Edward Sheridan, Jamila Laverseur, Connie Jenkins, Ashleigh Russell, and Ridgley Fuller

Preliminaries

Welcome

Susan welcomed everyone, declared a quorum, and referred attenders to the Agenda, Ends, and Ground Rules/Working Agreements in the chat and the notebooks for the in-person meeting.

Agenda Review

Changes/updates – added a first Board Action item called Representation to the Waldo County Climate Action; and moved the Board discussion of Member Calls for a Boycott of Israeli Products to the beginning of the agenda.

Consent Agenda Items – approved

Announcements

None

Owner Comments

Ridgley Fuller, Connie Jenkins, and Jamila Laverseur each made an appeal to the Board on behalf of boycotting products from Israel. Ridgley spoke about the principles of the international BDS movement and her travels in Gaza. Connie spoke about the report from the Center for Strategic and International Studies on the unprecedented humanitarian crisis in Gaza and pending famine, quoted from a New York Times article called “Trapped and Starving” and a 2014 statement from Bishop Desmond Tutu in support of the BDS movement. Jamila referred to the boycott against South Africa and its positive impact as a global movement in stopping apartheid.

Zafra Whitcomb rose to comment that, as an investor in the capital campaign and a fully vested owner, he was proud of the Board’s work establishing policy governance and committee charters, and thanked Board members for serving.

Homework updates

Reviewed homework and updated items.

Board Discussion

Member Calls for a Boycott of Israeli Products

Susan provided an update: The Board received 5 letters – four calling for a boycott of Israeli products and one suggesting clear labeling. She touched on the strong feelings that we share with owners who spoke and expressed appreciation for their feedback.

Discussion touched on the Board's authority to make policy in alignment with our Ends; interest in any processes and statements from the advocacy wing of NCG, from UNFI, Eastern Corridor, and other co-ops; how policies may or may not distinguish between boycotts and purchasing focused on classes of products such as non-GMO, vegetarian, and alcohol, businesses owned by women and people of color, and fair trade; how a boycott or special labeling could be consistent with our policies; products that the Co-op carries from Israel; and how to engage owners so that a decision would reflect the values of our diverse community; and the possibility of staying neutral.

The Board decided to form an ad hoc committee of Board members to look at how to make a decision on any call for a boycott through Board policy, with a procedure and parameters, and a process to consider the impact of additional requirements on Operations. These members volunteered to serve as part of the workgroup – Collin, Todd, Rio, and Susan.

GM Reporting

Marketing Department Presentation

Jamie and Alessandra presented an overview of upcoming events and the new energy that will be in evidence as we come out of renovation mode. They emphasized opportunities for Board participation and engagement with owners and requested that Board members sign up for activities. They also requested that the Board announce events at its meetings.

GM Update Report

Alignment: NCG Risk Committee approved Doug's request to extend the terms of payment to 120 days for our first big order from UNFI to fill the shelves post renovation.

In answer to a question, Doug explained that the drop in the CORE total was related to the annual request for eligibility documentation from owners. There's a dip until owners come back with their documentation. The total is already increasing.

Board Action Items

Conflict of Interest annual check-in

Members shared potential conflicts of interest, such as connection to recipients of Common Cents and/or owning a business that sells product to the Co-op.

Representation to the Waldo County Climate Action Committee

It was proposed and accepted that John serve as the representative and Ernie and Susan serve as alternates to the Waldo County Climate Action Committee.

B5 - Treatment of Customers

Susan pointed out the decision tree the Board uses to evaluate Monitoring Reports.

In response to questions about the Customer Satisfaction Survey, Doug noted that it was launched in 2022; NCG helped build the survey for peer data; 3% of shoppers take the survey; the Co-op is giving out about 30 surveys a month randomly; workers are not eligible; does not differentiate between members and non-members; departments will be receiving more telling and more customized reports. The positive comments on signs in the store are shopper quotes from the survey.

There was a question about the specificity of customer injury related to a recalled product versus any other product. Doug explained that if a recalled product were sold in the store the Co-op would bear more responsibility for an injury.

The Board accepted the Report as in compliance.

Consent Agenda

Accepted

- Last month's minutes
- Special meeting minutes

Board Committee Assignments

Owner Engagement Committee – Babette, Rio, Corinne, Susan

Board Development Committee – Charles, Ernie, Susan, Todd

Finance Committee – Collin, John, Matt, Ernie, Jim, Gina, Doug

Strategic Work Committee – Valerie, Todd, Charles, Sasha, Jim, Susan

Election of Officers

Collin reviewed the officer roles and process for nominations and election.

Members nominated and elected were: Susan Cutting as President, Ernie as Vice President, Valerie as Secretary, and John as Treasurer.

Strategic Work Committee Charter

Ernie provided background on the proposed charter. The Board decided to make the group a formal chartered committee rather than an ad hoc group. There was a recommendation that the Board Development Committee assign an annual review of each committee and add expiration dates.

Todd raised the question about whether the Committee will look at promoting strategic thinking among the Board or whether it will look for a next “big thing” for the Co-op, e.g. a project or a vision. It was agreed that this would be a discussion for the Committee.

Board Committee Updates

Finance Committee

John referred members to the detailed Finance Committee report. He suggested that the Board recast the budget in another month, and noted that we are collecting new data, using new NCG tools, and outsourcing accounting to Columinate.

Owner Engagement Committee

Corinne reminded the Board of the upcoming OEC Tea & Talk on May 8 at Rockweed and called on members to sign up and show up for upcoming Marketing events.

Board Development Committee

Ernie said the committee evaluated the new Board elections process and thought it worked well. It decided to hold the annual Board retreat in September. And it suggests that Committees do a self-evaluation annually at their expiration dates.

Strategic Work Group

Valerie said that the next meeting will be Monday May 6 and everyone is welcome.

C3 - Agenda Planning

Ernie noted that C3 says the Board will follow a multi-year strategic workplan. The Board does not have and has not had a multi-year strategic workplan. The Committee recommends that to resolve this continuing noncompliance issue the Board modify the policy language to recognize a desire to

incorporate strategic thinking into the Board's work, but without requiring adoption of a formal multi-year strategic plan. A copy of the policy showing recommended language changes is attached.

The Board accepts C3 Monitoring Report in partial compliance and accepts the changes to the policy.

Closings

Homework Items

Full Board

1. Sign up for events and add them to our own calendars
2. Take policy poll
3. Keep experimenting with Beekeeper
4. Send ideas for Debrief time to Board Development
5. Send ideas for retreat topics, timing, facilitation, and location to Board Development

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 Board member calls to new Owners who express interest in serving on the Board and/or committees

Board Development

1. Plan September Board retreat
2. Provide annual review/expiration dates for Committees
3. Review Board ideas for Debrief time

Strategic Workgroup

1. Discuss Todd's points about promoting strategic thinking among the Board v. looking at a particular vision
2. Discuss whether or not the Board needs a multi-year plan

Finance

1. Recast budget

Ad Hoc Committee on Boycotts

1. Develop a recommendation on how to make a decision on any call for a boycott through Board policy, with a procedure and parameters, and a process to consider the impact of additional requirements on Operations.

Valerie

1. Work with Doug on next month's Board Packet
2. Provide capital campaign debrief
3. Work with admin to organize Board Google Drive folders and files

Doug

1. Forward to the Ad Hoc Committee on Boycotts any statements from the advocacy wing of NCG, from UNFI, Eastern Corridor, and other co-ops regarding boycotts, especially boycotts of Israeli products
2. Update committee lists
3. Provide Rio with a name badge

4. Add new Board members to Board Google Drive
5. Ensure monitoring summaries are continually compiled into a spreadsheet
6. Work with Valerie on Board Packet until new admin is hired

Susan

- I. Talk to Thane about organizing a local training

Owner Comments

None

Debrief / Evaluate Meeting

“Good job juggling the agenda to create the time for full discussion.”

“Thanks to Board members for efficiency and thoughtfulness.”

Public Meeting Adjourned at 8:15pm