

Belfast Community Co-op Board of Directors Meeting Minutes

August 28, 2024. Public in-person and Zoom meeting commenced at 6:01pm

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

Staff: Doug Johnson, Gina Ferendo, and Jamie Cermak

Owners: Michael McCormack, Annie Bussiere, and Ashleigh Russell

Consultant: Thane Joyal

Scribe: Valerie Tate

Preliminaries

Welcome

Susan welcomed everyone, declared a quorum, and referred attendees to the Agenda, Ends, and Ground Rules/Working Agreements in the chat.

Agenda Review

Consent agenda – removed C7

Changes/updates – added Annual Meeting Date under Board Action Items

Announcements

Tabling 8/3 and 9/13

BCC Birthday 9/17

Tea & Talk 9/10 5:30pm

Owners are encouraged to nominate candidates for Common Cents

BOD Election process for nominating candidates

Owner Comments

None

Homework Updates

Reviewed homework and updated items.

GM Reporting

Alignment

Doug will be in Minnesota during our next BOD meeting. Will plan to attend and/or Michael Walter will attend.

GM Update Report

A Board member noted the increase in fully vested owners; and the \$200 equity share pitch at tabling events, followed by alternative \$15/year. Doug agreed that the new pitch towards fully vesting is intentional; and noted that there has also been an increase related to excitement around the renovation.

A Board member noted that gross sales are high and wondered if the seasonal decline will be typical. Doug said that the decline may not be as steep since the cafe and prepared foods will be coming online at the same time.

In answer to other questions, Doug confirmed that actual sales revenue is in comparison to the April revised budget; the pro forma is based on a yearly anticipated budget; and data came through from Columinate Financial Services (CFS) which gives us a good sense of where we are now. Doug noted that he meets with John Foley from CFS weekly and should have the 2025 budget available for review by the next Finance Committee meeting; Foley will participate in the next Finance Committee meeting and Doug will

have the full month-to-month breakdown so that the Board can review and approve the budget at its September meeting; the targets are according to the pro forma which is based on anticipated budgets and will be laid out clearly in the month by month breakdown; and the renovation is 90% complete. Doug said we are probably going to be over the contingency, however there will be credits coming back and we're not in dangerous territory. The Finance Committee and the whole Board have access to the renovation project summary.

Board Action Items

B7 – Board Communication

A Board member noted that we were short on data for a couple of months during the switchover to Columinate Financial Services (CFS). The GM provided all the information he had available.

A member asked if CFS gave a reason for the lack of information. Doug explained that transferring 20 years of information to CFS and a new system; including access to all accounts, major vendors, bank accounts, and credit cards; was challenging due to our old non-standard operating procedures and the learning curve of existing staff. Hopefully by a mid to late September launch, the new common chart of accounts will fully come online to the new software platform. The CFS goal contractually is to get everything to us by the 15th of every month. Doug is confident that, once everything gets fully switched over, with the new fiscal year, we'll get everything we need in a timely manner. The Key Indicators Report will now be straight out of Quick Books with an easily understood monthly report for the Board.

A board member noted, there's a long way to go in regards to the key indicators we're accustomed to getting... that Doug developed over many years of effort. The Finance Committee has understood that it's complicated... and been frustrated in trying to figure out its role, but did the best it could. There's concern that the same level of numbers will be provided next month that the GM had been able to provide when he was doing this on his own. It would be great to be able to measure how Operations is doing.

The Board accepted B7 as in compliance.

B8 – Board Logistical Support

Doug expects an update in the next couple of weeks from our HR consultant regarding hiring an administrator for the Board.

The Board reported B8 as in noncompliance.

C7 – Board Committee Principles

Although there was agreement that C7 should be accepted as in compliance, a Board member noted there were comments about the gray area between to Operations responsibility and Board relevance. Managing the line between the Board and Operations is expected to be a topic for the retreat.

Ernie will work with Doug on editing the Policy Register. Changes will include guidance on annual review of committees. Doug will incorporate the changes, put the new set on the website, and print new copies.

The Board accepted C7 as in compliance.

Consent Agenda

Approved: June and July 2024 minutes

About Columinate's CBLD Program

At the request of a Board member, on behalf of an owner in attendance, Thane provided an overview of the history and purpose of policy governance as developed by John Carver. She noted that it focuses the Board on results. It prevents the Board from micromanaging, empowers the GM, and also adds guardrails to the work of the GM. The Board hires the GM and the policies hold the GM accountable.

The Cooperative Board Leadership Development (CBLD) Program provides consultation and education to the Board. Thane gave more details and referred owners to a wealth of information which can be found on Columinate's website.

Board Director Election Calendar

There was a review of procedures for the 2025 Board of Directors Election, including the note that a requirement for references was dropped.

Discussion turned to an ideal number of seats for our Board; whether candidates could choose their term of service; and how to ensure the most qualified candidates.

Each Board member is expected to recruit owners to run for the Board.

Board Development will develop the topic for the retreat.

Susan will check with Board members whose terms are ending about their plans to run again.

End of Construction – Worker Appreciation

Officers will develop a recommendation based on the discussion about an event in the new break room with full Board participation in a service role and/or a gift, and include a letter to every worker from the Board.

Annual Meeting Date

Inadvertently skipped.

Board Discussion Items & Committee Updates

Finance Committee

The treasurer referred the Board to the written report. He noted the Committee was frustrated with the interruption in receiving data. There was concern that year-to-date we are \$170K below the recast budget and there is a ways to go to generate the profits we were hoping to have. The next committee meeting will be focused on coming up with a budget for next year.

In answer to a question, the treasurer said that there had been about three months without adequate data. At the same time, there was faith in the system that has been holding us together. The treasurer is hopeful it's going to be a much better system; that CFS will be at the next meeting; and that it will provide the best analytics.

Owner Engagement Committee

Board approval needed for the Annual Meeting date. Sunday March 2 proposed.

Board Development Committee

Reminder of retreat on October 5 at Oak Hall.

Strategic Work Committee

Staying on track with environmental sustainability and climate change as our first strategic initiative..

Three buckets are Mitigation, Resilience and Education.

Reviewing the state plan for resilience and survey that John shared with us.

Sent request to Doug for conversation about goals and process; and his thoughts about incorporating environmental sustainability into our Ends and/or policy governance.

Looking for a grocery store leader in environmental sustainability and/or local food systems we could invite as a speaker, possibly for the retreat and/or future owner forums.

Checking BOD documents for our triple bottom line to make sure strategic work is in alignment.

Closings

Homework Items

Officers

1. Officers will develop a recommendation for a worker appreciation event.

Full Board

1. Each Board member is expected to recruit owners to run for the Board.
2. Introduce ourselves to workers while we are in the store and say how much we appreciate them.
3. Email ideas for BOD retreat to Board Development Committee.
4. Email ideas for Common Cents celebration/meet and greet to OEC.
5. Sign up for activities on BOD Google Drive, including tabling; Belfast Street Party; and at least 2 Tea & Talk in the coming year.
6. Policy Polls: strive for responses from all directors

Owner Engagement Committee

1. Offer a possible framework for a Common Cents celebration that BOD members can consider and respond with ideas.
2. Look into optional event/meet and greet with the BOD.
3. Learn about intersection of Marketing and OEC roles and responsibilities
4. Ask Doug about surveying Owners for Owner Forum Topics
5. Implement process for Board member calls to new Owners who express interest in serving on the Board and/or committees.
6. Evaluate how Owners and broader community view the current Ends Statement and share with Strategic Work Committee

Board Development Committee

1. Email Board with four questions asked of Board candidates.
2. Plan October Board retreat, including topics such as the number of Board members, and challenges of gray areas related to Operations responsibilities and Board relevance (as in C7).
3. Continue evaluation and drafting of a revised D-3 policy, especially as it relates to monitoring GM's compliance with proposed revised policy
4. Continue evaluation and drafting of a revised B-5 policy, incorporating GM feedback, evaluating monitoring issues, and defining terms like "significant number of member/owners"

Strategic Work Committee

1. Stay on track with environmental sustainability and climate change as or first strategic initiative; review statements and policies from other Co-ops; consider recommending a clear commitment within our Ends and/or our policy register
2. Meet with Doug for conversation about goals and process; and his thoughts about incorporating environmental sustainability into our Ends and/or policy governance.
3. Find a grocery store leader in environmental sustainability and/or local food systems we could invite as a speaker, possibly for the retreat and/or future owner forums. Check with Thane and Doug.
4. Find reference in our BOD documents to our triple bottom line and share it with the committee.
5. Review the state plan for resilience and survey that John shared with us.
6. Discuss Todd's points about promoting strategic thinking among the Board v. looking at a particular vision
7. Discuss whether or not Board needs multi year plan

Valerie

1. Make sure BOD calendar includes a line for the Strategic Work Committee with dates.
2. Work with Doug on next month's Board Packet
3. Present Capital Campaign debrief to Board
4. Work with admin to organize Board Google Drive folders and files

Ernie

1. Provide Doug with edits for the Policy Register.

Doug

1. Work with Ernie on edits to Policy Register, incorporate the changes, put the new set on the website, and print new copies.
2. Provide basic training in Beekeeper functions at next BOD meeting and set up access for Charles and Todd.
3. Reframe BOD admin role in an effort to recruit.
4. Follow up on concerns about safety and related proximity of parking spaces to Café window and possible need for barrier
5. Ensure monitoring summaries are continually compiled into a spreadsheet
6. Work with Valerie on Board packet until a new admin is hired

Susan

1. Check with Board members whose terms are ending about their plans to run again.
2. Show Corinne where to find contact info for new owners.
3. Talk to Thane about organizing local training

Charles

1. Monitor MOFGA and NFCA for their assessments of the farm bill

Owner Comments

Michael McCormack: Columinate is selling a product. Make sure it is appropriate to the Belfast Community Co-op. For worker appreciation, pay it forward; provide a \$25 shopping coupon. Can the Board add members of our choosing? [Yes.] What percent of owners vote for the Board? [10% minimum required. Last year 800+ owners voted.] The negative declarative statements of policy governance and paragraphs of interpretation are cumbersome.

Annie Bussiere: Please just try to remember one big purpose of a co-op board is to represent the owners. That includes folks that don't understand board work yet, are single issue, don't have "desirable" professional skills, etc. Hopefully that's not everyone but that's what training is for. Thane has great insight into this that she talked about when I was on the board. Also, if people are problem causers then they can be held accountable to the code of conduct and dealt with that way. In my personal opinion, I think you should try to fill 13 spots because people seem to drop out every year anyway. Thanks for reading!

Debrief / Evaluate Meeting

Thanks to Susan for keeping us moving along.

Public Meeting Adjourned at 8:13pm