

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

**November 20, 2024**, Public meeting commenced at 6:00 p.m. at the Belfast Free Library and via Zoom.

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

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

**Owners:** Annie Bussiere, Jamie Cermak, Beth Dickinson, Michael McCormick, Gina Ferendo, Kim Relick, Ashleigh Russell, Michael Walter

### **Preliminaries**

#### **Agenda Review**

The BOD agreed to add item e. *Adjusting Committee Structures* to the Board Action Items and remove item 5. *Homework Updates* from the Preliminaries. With these adjustments, the BOD accepted the agenda by consensus.

#### **Announcements**

Michael Walter will be leaving the Belfast Community Co-op and will be taking a position at a co-op in Michigan. The BOD sincerely thanked Michael for his years of service and best of luck in his future endeavors.

The Board deadline for candidate applications for the 2025 election was Nov 15, 2024. Five people applied for candidacy: owners Kevin Cope, Michael McCormick, and Kim Relick, as well as Ernie Cooper and Jim Miller for reelection. Barring any unforeseen issues, all five candidates should be elected in an uncontested election. The Board Candidate Orientation is scheduled for Jan 8 at 6pm. Candidates are encouraged to reach out to board members during the next few months.

The next board meeting (December 18, 2024) will be on Zoom only.

The BOD is invited to volunteer to bag groceries during the Thanksgiving holiday. Most impactful times include Monday - Wednesday from 12pm - 2pm or 3pm - 5pm.

The BOD held a retreat on November 9th and members are attending with fresh ideas and enthusiasm.

#### **Owner Comments**

Michael Walter spoke thanking Doug for his years of friendship and mentorship, the BOD for their guidance through the renovation, and all the Co-op workers.

### **GM Reporting**

#### **Alignment**

The three days leading up to Thanksgiving are significant for the Co-op and they offer a great opportunity for the BOD to come and help. This year will be the first Thanksgiving in the newly renovated store, it should be fun and busy with a lot of holiday spirit.

#### **GM Update Report**

The BOD was pleased to hear about NCG's November initiative to donate 5¢ from the purchase of every Field Day product to NATIFS (North American Traditional Indigenous Food Systems).

The Co-op's occupancy costs include water, sewer, electricity, and building maintenance (including snow plowing, equipment repairs, etc.). The GM reported that occupancy for October 2024 was up 64% from last year, fluctuations can be caused by a variety of issues.

Thus far the Co-op has not seen its gross sales dip which typically occurs this time of year.

The Co-op is prepared for a successful Thanksgiving holiday this year, with 152 turkey reservations, which is on par with the numbers from a couple years ago, pre-renovation. During the Thanksgiving week last year, in the midst of the renovation, the Co-op had \$223K in sales, and sales are projected to be above that this year.

## **Board Action Items**

### **Consent Agenda**

The BOD accepted by consensus:

1. the October 2024 minutes,
2. to host a New Year's Eve event at 5pm in the Co-op Cafe,
3. to hold the Annual Meeting at the Belfast Free Library on March 2, 2025 from 2pm - 4pm,
4. policy C4 - Board Meetings as in compliance,
5. a revision to policy C4.5, and
6. an update to policy A - Global Ends, adding the word "Community" to the Co-op's name within the policy.

### **C2 - The Board's Role**

BD Com recommended a revision to policy C2 - The Board's Role formalizing how the BOD responds to owner comments. The revision is the addition of sub-policy C2.9 (renumbering the current C2.9 to C2.10) which states that the board will "respond promptly to complaints, issues, suggestions, or concerns presented by member-owners to the Board by letter, email, or orally at a Board meeting, provided the member-owner has requested a response and given information as to where the response should be directed. If the complaint, issue, suggestion, or concern is about matters under the authority of the GM, the member-owner's concern will be referred to the GM for response. Responses regarding other matters will be made by the Board President, who may involve other Board members or the full Board in determining an appropriate response. All responses by either the President or the GM will be shared informally with the Board." The committee felt that if this policy was in place when past owner comments were made, the BOD would have had a clear process to determine whether it was an operational or board matter.

The BOD accepted by consensus the addition of sub-policy C2.9, resulting in the renumbering of the current C2.9 to C2.10.

### **B2 - Business Planning and Financial Budgeting**

At the BOD's November retreat, members discussed moving forward with developing a process for putting together a business plan each year that includes involvement with the BOD, so that the business plan would not just be Operation's plan, it would be the Co-op's plan. The question at this BOD meeting was: does the BOD want to move forward with ideas raised at the retreat for a joint planning process that would shape changes to policy B2? Directors weighed in with their input which ranged from including strong language that gives the BOD a strategic and tactical role to worry that the outcome would be a 'too many cooks in the kitchen' scenario. Another point made was that it may not need to be outlined in policy since the BOD is looking to include more generative conversations in their meetings which suggests they could be moving toward having this dynamic between Operations and the BOD naturally.

The BOD agreed by consensus to have the Board Development Committee draft a proposal to include BOD involvement in the annual planning process of policy B2 - Business Planning & Financial Budgeting.

### **Board Meeting Format**

The Board Development Committee recommended that the Board adopt a practice of alternating regular business meetings (to be termed "A" meetings), with meetings dedicated to Board education and generative discussion (to be termed "B" meetings). The committee proposed the A/B format begin in January 2025 with a free form "B" meeting. While this recommendation was generally seen as favorable, questions arose as to whether all the business could be dealt with in a more concentrated manner, as well as what information would be provided on a monthly basis, for example: information packets for the "B" meetings, a monthly GM Update Report, monthly committee reports, etc.. A major concern was that the BOD continues to receive regular financial reports, particularly in light of the Co-op current financial stresses. Directors also questioned whether each meeting could be a hybrid of business and generative discussions, providing time for both. While this has been attempted in the past, it was never successfully executed. Directors considered that this meeting format would provide an opportunity to strengthen the consent agenda process. Another director suggested that the generative discussion meetings could happen quarterly as

opposed to every other month.

The BOD agreed by consensus to move forward with an A/B meeting structure. Officers will address the agenda setting for this structure.

#### **A - Global Ends**

The BOD accepted by consensus policy A - Global Ends as in compliance.

#### **Adjusting committee structures**

In order to create more balanced committees, each committee will create a list of all of the items that their committee addresses so that the BOD can identify any overlap or potential gaps.

### **Board Discussion Items & Committee Reports**

#### **Finance Committee**

The Finance Committee reported that there is some good news, net income may be in the negative but it's \$2500 ahead of where it was expected to be. In concerning news, the Co-op ended October with less than 2 days of cash on hand. Additionally the full \$400K line of credit has been drawn down and it is estimated that the Co-op lost around \$800K in sales due to construction activities. The Finance Committee believes an increased line of credit is necessary for temporary cash relief. The committee recommends that the GM develop a contingency plan by exploring sources of a temporary line of credit from CFNE and the NCG emergency fund. Another option could include reaching out to owners for additional loans.

So far, Doug has started the application process with National Cooperative Bank for a line of credit and he has filed paperwork with Bangor Savings Bank for a \$200K line of credit. He has talked to Warren Construction and begun negotiating a payment schedule for the final two requisition payments. Doug met with NCG's Kristy Bowers, the Eastern Corridor Resource Manager, on Monday to talk through the financial situation, and she spoke with her supervisor Terry Bowling, the Eastern Corridor Director, who will have a conversation with Doug on Dec 5th following the Thanksgiving holiday. Chris Linder of CNFE, told Doug that CNFE can extend the Co-op's line of credit by \$100K. CNFE needs a decision as to whether the Co-op would like the extension by the end of this week so that it can be evaluated by their loan committee on Dec 5th. The Co-op may not need all of these avenues but it makes sense to create as many opportunities as possible.

Valerie will talk to Ben Sandel about messaging for a possible small targeted campaign for owner loans.

The BOD agreed by consensus to ask the GM to develop a financial contingency plan and to provide regular reports to the BOD.

#### **Strategic Work Committee**

The Strategic Work Committee provided the BOD a summary of the committee's work thus far which will hopefully help to inform future discussions.

### **Closings**

#### **Homework Items**

##### **Full Board**

1. Introduce ourselves to workers while we are in the store and say how much we appreciate them.
2. Email ideas for Common Cents celebration/meet and greet to OEC.
3. Sign up for activities on BOD Google Drive, including tabling; and at least 2 Tea & Talk in the coming year.
4. Respond to all policy polls
5. Sign up for Thanksgiving grocery bagging

##### **All Committees**

1. Compile list of committee tasks and email those to Corinne.

##### **Owner Engagement Committee**

1. Offer a possible framework for a Common Cents celebration that BOD members can consider and respond with ideas.

2. Learn about intersection of Marketing and OEC roles and responsibilities
3. Implement process for Board member calls to new Owners who express interest in serving on the Board and/or committees.
4. Evaluate how Owners and broader community view the current Ends Statement and share with Strategic Work Committee
5. Discuss using the Ends Report as the basis for an Owner Forum (in conjunction with Strategic Work Committee??)
6. Submit ORF for Annual Meeting with venue suggestion

#### Board Development Committee

1. Develop a plan in discussion with Thane to better utilize Columinate.
2. Continue evaluation and drafting of a revised D3 policy, especially as it relates to monitoring GM's compliance with proposed revised policy
3. Continue evaluation and drafting of a revised B5 policy, incorporating GM feedback, evaluating monitoring issues, and defining terms like "significant number of member/owners"
4. Re: Columinate Trainings
  - a. Flesh out the BOD Guidelines for training expectations
  - b. Develop a system of compliance for utilizing Columinate services
  - c. Conceptualize ways trainings could be done as a group
  - d. Develop a Columinate services evaluation plan
5. Draft B2 revision based on retreat ideas

#### Strategic Work Committee

1. Stay on track with environmental sustainability and climate change as our 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 for future owner forums. Check with Thane and Doug.
4. Discuss whether or not Board needs multi year plan
5. Discuss using the Ends Report as the basis for an Owner Forum (in conjunction with OEC??)

#### Officers

1. Agenda planning for the A/B meeting structure

#### Valerie

1. Submit Capital Campaign debrief to Board
2. Reach out to Ben Sandel re: targeted campaign messaging

#### Valerie & Emily

1. Include Strategic Work Committee in BOD calendar
2. Organize Board Google Drive folders and files

#### Doug

1. Make sure we recast the budget in 6 months. Add the row for depreciation.
2. Provide basic training in Beekeeper functions at the next BOD meeting and set up access for Charles and Todd.
3. Follow up on concerns about safety and related proximity of parking spaces to Café window and possible need for barrier
4. Compile a list of the Co-op's occupancy costs

Susan

1. Show Corinne where to find contact info for new owners.
2. Talk to Thane about organizing local training
3. Talk to Thane before the Nov Retreat about ideas for going forward with Columinate with pizzazz
4. Create Thanksgiving grocery bagging sign-up sheet

Susan & Valerie

1. Make sense of the next steps for the Strategic Work Committee

Susan & Jim

1. Work on timing planning for the December 2024 meeting

Charles

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

Emily

1. Update policies A, C2, & C4

Public meeting adjourned at 8:37pm. Minutes respectfully submitted by Emily Berry, scribe.