

Belfast Community Co-op Board of Directors Meeting Minutes

December 18, 2024, Public meeting commenced at 6:00 p.m. via Zoom.

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

Absent: Susan Cutting (president)

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

Owners: Jamie Cermak, Michael McCormick, Kim Relick, Ashleigh Russell, Michael Walter

Preliminaries

Agenda Review

The BOD agreed to remove the December Special Meeting Minutes from the consent agenda to allow for discussion. With this adjustment, the BOD approved the agenda by consensus.

Announcements

None

Owner Comments

None

GM Reporting

Alignment

Doug invited Jamie Cermak, Marketing Manager, to speak to the Board about the Annual Report. Marketing is looking to collect articles from the Board President and committee chairs that will be a year in review, as well as the state of the BOD. While the Annual Report will look forward to the Annual Meeting and elections, the bulk of the report will be looking back over the past year. Marketing is hoping to collect materials for submission by January 2nd. The Annual Meeting will be held on March 2, 2025 in the Abbott Room of the Belfast Free Library as per the OEC's recommendation and BOD's approval.

GM Update Report

Doug talked to the BOD about the deviations in budget and actuals. Generally the budget is made with a target in mind and that is what the Co-op is working toward. The discussion also clarified that 1) payroll and personnel costs are reported as a percentage of sales; and 2) customer count is actually the number of transactions. The Co-op is currently seeing a higher number of transactions (customer count) with the amount purchased (basket size) on par with the last couple of years.

The BOD asked about the Co-op's relationship with ScrapDogs Community Compost. The Co-op has partnered with ScrapDogs since at least 2022 and they compost all eligible items from the produce department, the cafe, and the kitchen. Currently, the Co-op does not have a mechanism to offer its owners ScrapDogs compost.

Board Action Items

Consent Agenda

The BOD accepted by consensus:

1. the November 20, 2024 BOD meeting minutes, and
2. policy C5 - Directors' Code of Conduct as in compliance.

December Special Meeting Minutes

A director pointed out that the minutes from the December 11 special meeting seemed abbreviated and lacked the detail generally found in the BOD's meeting minutes. It was suggested that these minutes be removed from the agenda and revised for presentation at the January BOD meeting.

The BOD discussed whether more detail was actually necessary as the purpose of minutes is to identify the subjects to be discussed and the decisions made, not recount the full discussion. For clarity and consistency, Valerie offered to review the meeting recording and supplement the drafted minutes.

The BOD agreed to ask Valerie to revisit the December Special Meeting recording and submit revised draft minutes

at the January BOD meeting.

BI – Financial Condition & Activities

The Finance Committee reviewed the BI monitoring report and felt strongly that the comparison of the Belfast Community Co-op to its NCG peer group is not appropriate for this reported quarter (2024 Q3) since none of the other co-ops were undergoing a renovation. The committee expects that the next quarter's report should once again be comparable to the Co-op's peer group. The committee also noted that the Co-op was the top rated within the peer group for inventory turn around, a critical key indicator and a positive position to be in. FinCom recommended that BOD accept the BI monitoring report as submitted.

The BOD accepted by consensus the BI – Financial Condition and Activities monitoring report as in non-compliance with the Global BI and sections BI.1 – BI.4, and full compliance with sections BI.5 – BI.15.

B2 – Business Planning & Financial Budgeting

The proposed revision of policy B2 is to implement the concept of joint business planning between the BOD and the GM.

The BOD accepted by consensus the revised B2 – Business Planning and Financial Budgeting policy.

Tea & Talk 2025 Continuation

OEC reported the 2024 Tea & Talk events have been a success and they deemed it a good use of time and energy. Different owners and staff have attended each event, with good, relaxed conversation, topics and questions raised, and insights into ways the OEC can engage more owners. The OEC proposed continuing the Tea & Talk events in 2025.

OEC clarified that they would ideally like to have greater attendance, however, there are always different owners in attendance. Directors acknowledged that owners are still reorienting themselves to events happening in the Co-op. The Tea & Talk is an easy event to have and it provides a level of personal attention and response that owners could not get from an owner forum, annual meeting, or even monthly BOD meetings. Directors who attended the events felt that it was important for owners to have this opportunity to share, and by doing so, it is creating attachment and attention to the Co-op for each attendee. One director mentioned that each event she attended ended on a super positive note with gratitude expressed by each owner who participated.

Several directors were not inclined to participate in Tea & Talk either because they perceived too few owners were attending and/or the topics owners raised didn't fit with the Board's mission. There was a reminder that, when the Board approved the OEC plan for Tea & Talk programming, it had agreed with the expectation that each director would attend at least one Tea & Talk per year. OEC would like board members to sign up so that there will be a greater ability to plan the events.

Directors who were looking to have a different type of event that involved more community suggested including vendors, which the OEC is talking about for other programming. Directors would also like to have notes from the Tea & Talks included in the OEC's monthly reports.

The OEC asserted that it is important to meet those owners, learn from them, have them learn more about the Co-op, and make sure they feel heard and connected to the Co-op!

Strategic Work Committee Charter

The BOD agreed by consensus to include this item in Board Action Items. It was in the SWC December meeting report but it was overlooked during the agenda setting process.

The SWC proposed several revisions to their charter, which included operating as a committee without a chairperson, monitoring their own work as a committee and not the Board as a whole, and clarifying that the SWC's work will not infringe upon the strategic work of the GM or other committees.

The BOD approved by consensus the revisions to the SWC charter.

Board Discussion Items & Committee Reports

A/B Meeting Plan

To begin in January 2025, BD Com recommends a meeting schedule of B-A-A, B-A-A, meaning one generative discussion meeting followed by two regular decision making business meetings. The officers will continue to set the

agendas for all BOD meetings, including B meetings. Directors discussed several possible topics for the first B meeting which included the SWC's ideas for protecting and restoring the environment, brainstorming future discussion topics since January would be the very first B meeting, and to set the BOD's priorities going forward in regards to generative discussions.

The BOD agreed by consensus to move forward with the A/B meeting plan, starting in January 2025 with a 'B' generative discussion meeting followed by two months of 'A' regular business meetings.

Finance Committee

FinCom met with John Foley, the Fractional Chief Financial Officer, who expressed his opinion that the Co-op needs \$300K immediately. The Co-op expects to be generating cash after the winter months, however, at \$40,000 a day, a goal of 10 days of cash on hand looks very unlikely this fiscal year. The immediate concern is that the Co-op's cash could run out in February. Bank loans should be the priority but FinCom would be in favor of going back to a limited number of owners for loans, which could be put toward paying off the higher interest credit lines. Sales revenue and net income were both up from budget in November and if this positive trend continues John Foley believes that the Co-op may begin to pay back loans by the end of the fiscal year.

Strategic Work Committee

No discussion needed, updates can be found in the committee's monthly report.

Owner Engagement Committee

No discussion needed, updates can be found in the committee's monthly report.

Board Development Committee

Within the BD Comm December report, there was a proposed change to policy C5. The Committee formally withdrew this proposal in order to have further discussion within the committee. No action from the BOD was required at this time.

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 the BOD Google Drive
4. Respond to all policy polls
5. Email ideas for 'B' meetings to Susan
6. Sign up for the New Year's Eve event

Committee Chairs

1. Compile list of committee tasks and email those to Corinne.
2. Draft annual report article & send to Jamie by January 2

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. Send email to BOD re: individual's commitment to Tea & Talk events in 2025

Board Development Committee

1. Develop a plan in discussion with Thane to better utilize Columinate.
2. 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

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??)

Valerie

1. Submit Capital Campaign debrief to Board
2. Reach out to Ben Sandel re: targeted campaign messaging
3. Flesh out the minutes of the December special meeting

Valerie & Emily

1. 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. Draft President's report for the Annual Report and send to Jamie by January 2.

Susan & Valerie

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

Susan & Jim

1. Work on timing planning for future meetings

Emily

1. Update policy B2
2. Update BOD monitoring calendar to include A/B meeting schedule

Owner Comments

None

Debrief

None

The meeting adjourned at 7:56 pm. Minutes respectfully submitted by Emily Berry, scribe.