

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

**May 28, 2025**, Public meeting commenced at 6:02 p.m. Abbott Room of the Belfast Free Library and via Zoom

**Directors Present:** Kevin Cope, Ernie Cooper, Susan Cutting (president), Rio Greeley, John Krueger (treasurer), Jim Miller (vice president), Kim Relick (secretary), Valerie Tate

**Absent:** Todd Bluhm

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

**Owners:** Cassandra Brayson-O'Leary, Annie Bussiere, Jamie Cermak, Marc Eressy, Gina Ferendo, Randy Mercer, Ashleigh Russell, Edward Sheridan, Nicole Whalen

### **Preliminaries**

#### **Agenda Review**

It was proposed that the BOD remove Board Action Item 9. *Proposed Common Cents Event* and add Board Action Item *Committee Structure* ahead of 4. *Committee Assignments*, adjusting the numbering from that item onward in the agenda.

The BOD agreed by consensus to the agenda with the above amendments.

#### **Announcements**

The Climate Resilience Fair will be held on June 7th from 10am - 3pm. Directors have the opportunity to participate at the Co-op's table. (The Resilience Fair was subsequently postponed to Fall due to rain.)

Hether Frayer is now the BOD's Columinate Consultant.

CCMA will be taking place on May 31st & June 1st. Directors will have the opportunity to access online recordings for all the sessions.

#### **Owner Comments**

Gina Ferendo gave kudos to the workers who have been attending the monthly BOD meetings. Recent attendance has stimulated discussion regarding a disconnect between the board and operations around the budget. BCC workers would like to see the board approach budgeting and staffing concerns and comments with curiosity.

### **GM Reporting**

#### **Alignment**

Doug will be sharing the recordings from the CCMA sessions with the BOD when they become available.

The BCC had its highest sales week ever in the middle of May. If this indicates a trend, summer could be pretty exceptional.

Focus on Fresh is an NCG Conference, scheduled for the end of June, tailored to departments such as produce and prepared foods. BCC is sending three of the management team, Gina Ferendo (Store Operations), Alex Cobb (Meat & Seafood), and Katherine Shyka (Prepared Foods).

Workers from the Blue Hill Food Co-op visited with the Prepared Foods Manager, Doug, and Gina. They compared and contrasted the comparable departments and discussed best practices.

#### **GM Update Report**

The Co-op's days of cash on hand increased to 5.1 in April, not yet up to standard but higher than recent reports.

The BOD discussed the metric of basket size, which is the dollar amount per transaction. Doug explained that it is difficult to compare basket size from co-op to co-op as each store varies in its layout and department strategy.

Basket size is good to pay attention to month-over-month but perhaps not store-to-store.

The BOD asked about the transition from Sage to Quickbooks since there were errors in the key indicators report.

The report is difficult to replicate from platform-to-platform since it was extensively customized but CFS

(Columinate Financial Services) is working on it. Doug reported that CFS is developing a new reporting tool, a

platform called Fathom, that will be able to access data from Quickbooks in a more user-friendly way. One aspect

will be the ability to do comparative analysis of financial data monthly as opposed to quarterly. The BCC has

volunteered to be one of the first adopters.

## **Board Action Items**

### **Consent Agenda**

The BOD accepted by consensus:

1. The minutes of the April 30, 2025 BOD meeting and
2. Policy D2 – Accountability of the GM as in compliance.

### **B5 – Treatment of Customers**

The B5 – Treatment of Customers monitoring report was submitted as in partial compliance due to basket size declining from the previous year. This metric can indicate customer satisfaction, particularly if it shows more people coming in with larger basket sizes year-over-year.

Directors discussed if community was addressed by this policy since it is about the customers. This policy addresses satisfaction, safety, and feedback. Community may be more fully addressed through the education aspect of policy A – Global Ends.

The BOD accepted by consensus the B5 – Treatment of Customers monitoring report as in partial compliance.

### **Executive Committee Recommendation**

The BOD reviewed a recommendation to create an Executive Committee, consisting of the board officers, along with a proposed committee charter. The recommendation suggested that this committee would be assigned specific duties which historically have been rather nebulous in regards to who should be doing them, such as: developing the employment agreement, leading the evaluation of the GM, and addressing violations of board policy. It was clarified that this committee would not negate Unity of Control, it is just a way to be more efficient.

The BOD agreed by consensus to form an Executive Committee and accept the proposed charter.

### **Committee Structure**

The BOD discussed the possibility of restructuring the Owner Engagement Committee. It was suggested that the responsibilities of the committee could be reduced first by BD Com taking on recruiting and second by handing off the planning of the annual meeting to the Executive Committee. It was suggested that the BOD could engage owners by attending community events or even being in the Co-op with a clipboard and talking to owners directly. Larger events would require more lead time, for instance planning for the Co-op's 50th anniversary could begin now.

One director suggested that the BOD form an ad hoc committee to examine the jurisdiction of each committee. It was discussed that owner engagement is important for board perpetuation and to enhance owner participation in the enterprise. Marketing drives the enterprise and owner engagement drives the association.

### **Committee Assignments**

The BOD agreed by consensus to the following committee assignments:

Finance Committee: Susan, John, Jim, Kim, Kevin, Ernie, Matt McConnell (owner, former director), and Gina Ferendo (Store Operations Manager)

Strategic Work Committee: Jim, Susan, John, Kim, and Kevin

Owner Engagement Committee: Susan and Rio

Board Development Committee: Todd, Valerie, and Susan

Executive Committee: Susan, Jim, John, and Kim

### **Recast Budget**

The Finance Committee (FC) recommended that the BOD accept the recast budget as submitted. FC discussed the substantial amount of data they reviewed over the past month and concluded that the summer months are not the time to make significant changes to the budget. They would like to spend more time on next year's budget due for board acceptance in October 2025.

The BOD accepted by consensus the recast budget as submitted.

### **A – Global Ends Amendment**

The Strategic Work Committee proposed an additional Ends which addressed minimizing environmental impact. The BOD will look at the feedback from the GM and continue this discussion at the June meeting.

SWC also proposed an amendment to End #3, which was to include “financially sound”. With this amendment policy A.3 would read: 3. *An efficiently managed, **financially sound**, democratically governed, inclusive cooperative enterprise.* The BOD agreed by consensus to the amended policy A.3 – Global Ends.

#### **New Policy B10**

The Strategic Work Committee crafted a recommendation for a new executive limitations policy, B10. This discussion was tabled until the June meeting.

#### **Including Topics in the Agenda**

The Board Development Committee recommended an addendum to the Policy Register that will include the BOD’s written procedures.

The BOD agreed by consensus to adopt a procedures addendum.

Discussion of the proposed Procedure C3.2 addressing adding topics to the monthly meeting agenda was tabled until June meeting

#### **Board Handbook**

The BOD agreed by consensus to transition to an electronic version of the BOD handbook.

#### **Nominating Subcommittee**

The BOD agreed by consensus to adopt procedure C2.7 – Creation and Use of Board Nominating Committee.

#### **Annual Evaluation of Columinate Services**

Discussion of the proposed Procedure C8.2d addressing the annual evaluation of Columinate services was tabled until the June meeting.

### **Discussion Items**

#### **Finance Committee**

Discussion of Policy B3 – Asset Protection was tabled until the June meeting.

#### **Owner Engagement Committee**

OEC will be holding a brainstorming session with the Co-op marketing department regarding the Co-op’s 50th anniversary celebration. All board members are invited to participate. (meeting subsequently set for June 18th, 10:30 a.m. Co-op conference room.)

#### **Strategic Work Committee**

No discussion, see the monthly report.

#### **Board Development Committee**

No discussion, see monthly report.

### **Closings**

#### **Owner Comments**

Marc Eressy inquired about staff representation on committees / at committee meetings. He also suggested that staff could have the opportunity to talk to the board prior to seating new directors as an opportunity to give the BOD a better picture of staff stressors and issues.

It is in the BCC bylaws that staff can be elected by the ownership to be on the BOD.

#### **Homework Items**

Full Board

1. Respond to all policy polls
2. Send feedback on the values process to the SWC
3. Let Susan know ASAP if you are interested in participating in Community Resilience Fair

Committee Chairs

1. Send Emily the dates & times of your June committee meetings for the calendar

Owner Engagement Committee

1. Learn about intersection of Marketing and OEC roles and responsibilities

2. Implement a process for Board members to contact Owners or staff who express interest in serving on the Board and/or committees.
3. Evaluate how Owners and broader community view the current Ends Statement and share with SWC
4. Discuss using the Ends Report as the basis for an Owner Forum (possibly in conjunction with SWC)

#### Board Development Committee

1. Develop a plan in discussion with Columinate Consultant to better utilize Columinate.
2. Re: Columinate Trainings
  - a. Flesh out the BOD Guidelines for training expectations for new & senior directors
  - b. Develop a system of compliance for utilizing Columinate services
  - c. Conceptualize various approaches to participating in trainings as a group
  - d. Develop a Columinate services evaluation plan
3. Examine existing recruitment and nomination process with a view to increasing the number of candidates.  
Review C2.7 “qualified candidates”
  - a. Skills matrix?
  - b. Form a nominating committee?

#### Strategic Work Committee

1. Include Doug in strategic topics discussions as needed.
2. Discuss whether or not Board needs multi year plan
3. Discuss using the Ends Report as the basis for an Owner Forum (possibly in conjunction with OEC)

#### Finance Committee

1. Go over the 2024 financial review

#### Doug

1. Update the Board introduction to the NCG Statement on Israel-Palestine Conflict, noting that the Co-op would provide country of origin information when possible.
2. Include new indicator in the Update Report for monthly hours
3. Share with BOD CCMA session recordings

#### Susan

1. Talk to BCC’s Columinate Consultant about organizing a local training
2. Update the BOD on OEC restructuring

#### Emily

1. Update the Policy Register
  - a. Include Executive Committee charter
  - b. Policy A.3 revision
  - c. Procedures addendum

Meeting adjourned at 8:02 pm. Minutes respectfully submitted by Emily Berry, scribe.