

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

**June 25, 2025**, Public meeting commenced at 6:00 p.m. Abbott Room of the Belfast Free Library and via Zoom

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

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

**Owners:** Cassandra Brayson-O'Leary, Annie Bussiere, Jamie Cermak, Gina Ferendo, Heather Hay, Randy Mercer, Ashleigh Russell, Edward Sheridan, Judith Tingley, Michael Walter, Nichole Whalen

**Guests:** Hether Jonna

### **Preliminaries**

#### **Agenda Review**

The BOD accepted the agenda by consensus.

#### **Announcements**

The BOD is invited to express their appreciation for Co-op workers with treats or other creative ideas. There is a sign-up sheet for folks who would like to participate.

The July BOD meeting will be a "B meeting", focused on the FY 2026 business plan and budget. Directors can find resources in the BOD's shared google drive. The Executive Committee will be developing plans for that discussion. Date options for the next BOD retreat have been sent to directors.

The 50th Anniversary Planning Group is organizing and once all interested parties are in contact, they will schedule the next meeting.

Marketing will be compiling an outreach kit for directors. The Owner Engagement Committee is interested in knowing what things directors would like for the kit.

#### **Owner Comments**

Nicole thanked the BOD for the worker appreciation treats!

### **GM Reporting**

#### **Alignment**

There was nothing to present outside of the GM Update Report.

#### **GM Update Report**

Correction to the report: Randy Mercer, who will be attending the NCG Focus on Fresh conference, is the Produce Assistant Manager. All other information is accurate as stated.

The BOD congratulated operations on surpassing \$300K in sales in a single week.

Doug reported that the issues with UNFI are close to being resolved on the Co-op's end. Orders are being placed the way they normally have been, however, credits are still being sorted. Operations did well, pulling from secondary and tertiary distributors.

The BOD expressed excitement for the idea of grilling for Belfast Summer Nights. There will be a grill on the patio for each Thursday evening concert.

They also thanked Jamie (Marketing Manager) for producing the marketing update report.

New directors are looking forward to a training on the Beekeeper platform and seasoned directors highlighted the benefits they are getting from using Beekeeper.

A director pointed out that Jamie's advocacy work with the MCEP for Tax Fairness could be a data point used when reporting on the Global Ends Policy.

### **Board Action Items**

#### **Consent Agenda**

The BOD accepted by consensus the May 28, 2025 BOD meeting minutes.

### **B3 - Asset Protection**

The BOD discussed a few issues that the B3 - Asset Protection monitoring report brought to light. First, the Finance Committee, particularly the treasurer, expressed their concern that there appears to be no threshold at which a contract initiated by the GM would involve oversight by the Board. This in turn brought up a concern with a principle of policy governance: “any reasonable interpretation”. [From the [Policy Governance® Source Document](#): “The delegatee has the right to use *any reasonable interpretation* of the applicable board policies.”] If the GM can enter the Co-op into a contract without BOD oversight and/or authorization it was argued that “any reasonable interpretation” actually creates a policy gap in regards to the BOD’s authority, which is essential for fulfilling the BOD’s fiduciary responsibility. Directors discussed whether these concerns, although raised through the B3 policy, could be better addressed in the B2 - Business Planning & Financial Budgeting policy, while the GM suggested the B7 - Communication to the Board policy.

Finally, the insurance policy the Co-op held one year ago does not provide sufficient coverage for the recent renovation investment. Allen Insurance Agency, the Co-op’s current insurance company, will not reassess until September. It was strongly suggested that there be a bridge plan in place to cover the gap.

The BOD requested that in subsequent B3 monitoring reports the rating system for the institutions with the Co-op’s cash holdings be defined. Additionally, it was requested that the GM include examples of contracts and their criteria for due diligence in the annual B3 monitoring report.

The BOD accepted by consensus the B3 - Asset Protection monitoring report as in partial compliance with a plan for compliance in regards to B3.1 “The GM will not allow equipment and facilities to be inadequately insured...”.

### **B1 - Financial Condition & Activities**

This B1 - Financial Condition & Activities monitoring report addresses Q1 (January, February, and March) of 2025. FC noted from their monthly meeting discussion that increasing operational efficiency post renovation takes time. There is evidence the Co-op is going in a positive direction. The B1 report indicates that the Co-op is falling short of its peers in many key indicators. The benchmark for compliance is meeting the median compared to the peer group for each key indicator. Directors were reminded that while most co-ops have consistent sales quarter to quarter, the BCC is rural as well as seasonal which leaves perhaps five co-ops nationally that are true peers in that regard. In subsequent B1 monitoring reports, the BOD would like to see a definition for net income and an analysis of the financial trends.

The BOD accepted by consensus the B1 monitoring report as in non-compliance with section B1.2 - B1.4, partial compliance with Global B1, and full compliance with sections B1.1, B1.5 - B1.15.

### **D3 - Delegation to the GM**

The BOD revisited their discussion from policy B3 around “any reasonable interpretation”. Some would like to see this language sharpened and this was suggested as a topic for a future BOD retreat.

The BOD accepted by consensus policy D3 - Delegation to the GM as in compliance.

### **D4 - Monitoring GM Performance**

Directors briefly brought up that the same issues found with policy D3 also apply to policy D4.

The BOD accepted by consensus policy D4 - Monitoring GM Performance as in compliance.

### **Proposed End: Minimizing Environmental Impact**

The SWC proposed including “environmentally responsible” to policy A.3. Doug assured the BOD that this does not impose undue burden on operations.

The BOD accepted by consensus the proposed amendment to policy A.3 which will now read: “An environmentally responsible, efficiently managed, financially sound, democratically governed, inclusive cooperative enterprise.”

The BOD agreed by consensus to change the Global Ends preamble to read “Member-owners have made it the mission of the Belfast Community Co-op to ensure that our community benefits from:”.

### **Proposed B10: Protecting the Environment**

The SWC proposed adding a new Executive Limitations policy, B1 - Environmental Impact.

During BOD discussion there was a suggested language change in B10.1, substituting minimizing for reducing.

The BOD also suggested that B10.4 ("The GM must not: Operate without documented emergency preparedness and business continuity plans that address environmental and climate-related disruptions.") be removed and instead included in B3 - Asset Protection.

The BOD accepted by consensus policy B10 - Environmental Impact with the above suggestions.

**Procedure C3.2 Including Topics in Agenda**

The BOD accepted by consensus procedure C3.2.

**Procedure C8.2d Annual Evaluation of Columinate Services**

The BOD accepted by consensus procedure C8.2d.

**Annual Elections Schedule and Nominating Panel**

The BOD accepted by consensus the 2026 election schedule.

The procedure regarding the nominating panel will be revised in coordination with the OEC and reviewed at the July 2025 BOD meeting.

**Updated OEC Charter**

The BOD accepted by consensus the updated OEC charter.

**Discussion Items**

**Finance Committee**

Doug suggested an exercise for the FC as well as the full board on how to calculate the key indicators from financial statements that are easily accessible: the income statement, the balance sheet, and the cash flow statement. No objections to learning, however, the BOD would still like to receive the key indicators report.

**Owner Engagement Committee**

See the committee report. No additional discussion.

**Strategic Work Committee**

See the committee report. No additional discussion.

**Board Development Committee**

The BDC reminded the BOD that Columinate will be holding CBL 101 on July 11th.

**Executive Committee**

See the committee report. No additional discussion.

**Closings**

**Owner Comments**

None.

**Debrief**

There were some follow up questions about low dollar amount bank accounts (resulting from PPP funds now depleted due to the renovation) and consequences of the UNFI cyber attack on independent retailers (without NCG support UNFI would not have been able to accept the order and no product would have been delivered).

**Homework Items**

**Full Board**

1. Respond to all policy polls
2. Let Susan know if you:
  - a. are interested in participating in the 50th Anniversary Planning Group
  - b. have input for the July business plan/budget discussion
  - c. can make the suggested retreat date of Nov 1
  - d. have items you would like included in the outreach kit

**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
3. Nominating Panel Procedure

#### 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
4. In future BI reports:
  - a. define net income
  - b. Interpret financial trends
5. Schedule Beekeeper training

#### Susan

1. Talk to BCC's Columinate Consultant about organizing a local training

#### Ernie

1. Create language regarding BOD oversight of operational contracts to be submitted at the July 2025 BOD meeting.

#### Emily

1. Update the Policy Register
  - a. Update OEC charter
  - b. Policy A revisions
  - c. Add Policy B10
  - d. Policy B3 revision
  - e. Add procedures C3.2 & C8.2d
2. Update the BOD monitoring calendar to include a review of Columinate services in September

Meeting adjourned at 7:49 p.m. Minutes respectfully submitted by Emily Berry, scribe.