

Belfast Community Co-op Board of Directors Meeting Minutes

September 24, 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), Valerie Tate

Absent: Jim Miller (vice president), Kim Relick (secretary)

Staff: Doug Johnson (GM)

Owners: Mary Bigelow, Annie Bussiere, Jamie Cermak, Noah Dest, Heather Q Hay, Becca Lane, Randy Mercer, Ivy Richter, Ashleigh Russell, Edward Sheridan, Catherine Shyka, Nicole Whalen

Preliminaries

Agenda

The BOD accepted the agenda by consensus.

Announcements

Climate Resilience Fair will be held October 4, 2025 from 10am - 3pm. If directors are interested in participating there is an online sign-up sheet.

Board Candidate Applications are due November 15th. This is the time of year for directors to focus on recruiting. The Nominating Panel has one more meeting in October when they will be coordinating their efforts to contact potential candidates.

There are upcoming Columinate trainings that directors are encouraged to attend: Virtual CBL 101 on Oct 18th, Finance Training for Directors on Oct 14th, Explorations in Policy Governance, and Board President's Roundtable on Oct 26th.

The Neighboring Food Co-op Association (NFCA) also holds Board President Roundtable events that are opening up to all directors for networking.

Owner Comments

Heather Q (Co-op worker): suggested the BOD host, with Hether Jonna, a meeting for staff members who may be interested in running for the BOD.

GM Reporting

Alignment

Tom Clemetson, who has been with the Co-op for the last 25 years, is retiring. Tom has served in at least 10 different roles during his tenure and has been in the Finance Department as the Co-op's AP Specialist for the last few years. We wish Tom all the luck in the world! The BOD extended their thanks to Tom for his 25 years of being there for the Co-op!

Much of what Tom has been doing will be taken on by Columinate Financial. With Tom's departure there will be some reorganizing within the organization.

Doug attended the NCG Designated Representative fall meeting. This was the last meeting with the current CEO, who held the position for eight years and is retiring. NCG will have a new CEO by the time Doug attends the spring meeting in April.

GM Update Report

One director called out the reported increase in the number of owners and increase in fully vested owners. Doug confirmed that the fully vested number is due to the fact that owners are invited to fully vest at the register in lieu of

incremental annual payments.

The Co-op has implemented a donation program called “Cases for Cause”. Customers can donate in \$5, \$10, or \$20 increments and all funds go to purchasing cases of food for the Belfast Soup Kitchen. Food purchased from these donations will be based on the Soup Kitchen’s needs. This program kicks off the Co-op’s season of giving.

In the financial section of the GM Update Report (address August financials), directors noted that the EBITDAP (Earnings Before Interest, Taxes, Depreciation, Amortization, and Patronage Rebates; a measure of the business’ core operational efficiency and profitability) was above 11%, which is a good sign. Doug reminded directors that EBITDAP historically drops in winter months and rebounds in summer months.

A director asked for more information about the dissolution of Maine Snap-Ed. Doug responded that the Co-op is still trying to figure out how best to serve that need.

Board Action Items

Consent Agenda

The BOD agreed by consensus to accept:

1. The August 27, 2025 BOD minutes and
2. Policy C8 – Governance Investment as in compliance.

B1 – Financial Condition & Activities

This B1 – Financial Condition & Activities monitoring report addresses Q2 (April, May, and June) of 2025. FC noted that the Co-op showed huge improvement since the previously reported quarter. A director questioned whether Q2 was underbudgeted or was operations generally surprised by these numbers. Doug expressed that he was surprised by the growth. Looking forward, he reported that September sales are up 18% over last September, which is unexpected. While he tries to be conservative with his financial projections, this sales growth could not have been anticipated.

Since the B1 report is submitted quarterly, directors will see how paying down debts affects the debt-to-equity ratio over time. Debt payment on principal will begin in the new fiscal year, roughly \$18K per month, starting in October 2025.

The BOD accepted by consensus the B1 – Financial Condition & Activities monitoring report as in non-compliance with B1.3 & B1.4, and full compliance with Global B1, B1.1 – B1.2, B1.5 – B1.15.

B2 – Business Planning & Financial Budgeting

FC recommended tabling the acceptance of the B2 – Business Planning and Financial Budgeting monitoring report and subsequent FY2025/2026 Business Plan until the October BOD meeting.

Directors appreciated the narrative nature and detail of the Business Plan. Doug explained that the structure of the monitoring schedule has allowed reports, such as the Business Plan and the Ends Report, to become more robust over time as they build on previous years.

A director asked about if the evolution of the local food economy and the increased demands on our region has affected the Co-op. The factors that limit the Co-op’s growth would be the same factors that limit any enterprise’s growth. There are outside economic factors that have the potential to start affecting local farmers and producers and down the road that could potentially limit the Co-op’s growth in local sales. Ideally, the Co-op will find ways to

continue to support local producers and be resilient. The Co-op is now a part of AGNE, a cooperative distribution organization, a large regional distributor that provides opportunities to bring in a broader variety of products. The Co-op is not currently looking at using AGNE for fresh departments.

Last year, the situation with the Co-op's CFO was problematic. This year it stabilized, working with Joe Doura since February 2025, and a director was curious to know whether that was helpful in producing the FY25/26 budget. Doug has found Joe incredibly helpful. Joe works with three other Co-ops, one of which is a rural co-op similar in size to BCC.

The Business Plan touches on expanding low-income access to local foods and a director wanted to know what kind of strategy the BCC would implement for that. Doug would like to see a single, low-cost, conventional product in each category. The BCC also will be looking at ways to beef up its CORE (cooperative ownership reaching everyone) program.

A director wondered how many years would it take to get workers to a livable wage?

As Operations gains efficiency and reaches the potential offered by the new renovation, they can be more aggressive in bumping up wages each year in an equitable way that does not leave anyone behind. Wages can increase if the number of workers stays relatively the same while sales increase. The livable wage jumped significantly and unpredictably due to the pandemic housing bubble and while it might stabilize from here there is no way to know. It's not possible to compare BCC wages to Hannaford because none of their data is publicly available. The Economic Research Institute provides data on job positions, that are not industry specific, with ranges of years of experience within a zip code. This allows the user to conduct a search, for example: "cashier" with "3 years of experience", run for any number of zip codes and this will result in lower, median, and upper quartile information.

It looks like total compensation costs are less for the upcoming fiscal year than the current fiscal year. Doug confirmed that benefits were a big part of that, citing workers' compensation claims that have run their course. The BCC's continued goal is to have 25.8% labor as a percentage of sales, which will contribute to higher wages in the long-run.

The Co-op's debt is scheduled to be paid off at different times depending on the nature of the debt. Owner loans were given with 8, 10, or 12 year terms. After 10 years, the BCC will be able to renegotiate the term on the mortgage.

Aetna is the health insurance provider for Co-op workers. There are only a few health insurance providers in Maine and they approach the business to offer services, which can be further limiting. The Co-op has switched providers back and forth in past years depending on what is being offered.

One director highlighted that the Business Plan sets forth a goal to have 50% of the ownership fully vested. Doug asserted that this is achievable.

The BOD agreed by consensus to table the acceptance of the B2 – Business Planning and Financial Budgeting monitoring report and subsequent FY2025/2026 Business Plan until the October BOD meeting.

2026 Annual Meeting Date

The BOD agreed by consensus to hold the 2026 Annual Meeting on March 8, 2026.

Board Discussion Items

Finance

The Finance Committee recapped their September meeting. They reviewed the August numbers, which indicated strong sales and healthy cash flow. FC expressed that they are cautiously optimistic that BCC has built up enough cash to handle the slower winter months.

Owner Engagement Committee

Owner Engagement combined their meeting with the 50th Anniversary Planning meeting. Attendees discussed keeping the business portion of the Annual Meeting to a bare minimum to make way for group discussion, input from the community, and other forms of participation.

They also discussed broadening the cultural definition of 'Co-op community' which is often considered local, insinuating within walking or driving distance, however, BCC owners range far and wide.

Their final topic of discussion was the local food economy and a presentation on how it works. Additionally, using the Annual Meeting as a stage for cooking demonstrations, that can be replicated in future events, highlighting the surprisingly diverse range of ethnic communities within our region.

The BOD discussed making the Annual Meeting fun with music, food, and community building. The BOD would like to explore ways to hold the AM so that the bylaws are complied with while making the business portion as short and light-hearted as possible.

Directors discussed future BCC events such as cooking classes and tours of the store.

Board Development Committee

The Board Development Committee updated the monitoring calendar for next year, which places policy B10 - Environmental Impact in February.

The next Nomination Panel meeting will be Wednesday, October 8th from 1 - 3 pm in the 3rd floor conference room of the Belfast Free Library.

Executive Committee

The Executive Committee held two meetings, the first with Alma Lowry facilitating and a follow-up meeting with Hether Jonna. Moving forward EC will be working on items to discuss at the upcoming BOD retreat on November 2nd.

The EC will be looking into and accepting suggestions or discussion topics for the next B meeting in November.

Closings

Owner Comments

Catherine Shyka (Co-op worker): Would love to showcase what the Prepared Foods Department can do at the Annual Meeting but March is not the best month for local foods. Ernie responded the statute requires that all co-ops shall

have an annual meeting, a meeting of the membership, at least once per year, but it doesn't say when. So, basically, any time of year that the board wants to set it, they can. There are other factors involved, but legally, it can be any time of the year.

Debrief

Susan thanked everyone for attending.

Homework

Full Board

1. Respond to all policy polls
2. Let Susan know if you are interested in submitting an article for the Co-op's newsletter
3. Send ideas for retreat topics to officers
4. Send ideas/input for the Annual Meeting to Susan
5. Document shopper feedback for inclusion in the BOD packet
6. If interested sign up for Climate Action Resilience Fair (Oct 4)
7. Send additional board candidate ideas to the Board Development Committee
8. Send questions re: B2 & Business Plan to Doug & Full BOD

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)

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

Board Development Committee

1. Facilitate the BOD's evaluation of Columinate Services based on procedure C8.2d

Executive & 50th Committees

1. Look into bylaws and brainstorm ways to comply with AM parameters while shortening the business portion of the AM

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 B1 reports:
 - a. define net income
 - b. Interpret financial trends
5. Schedule Beekeeper training

6. Send a copy of the solar array contract to the Finance Committee
7. Share the compilation of staff survey metrics
8. Let FC know if inventory is included in the insurance package
9. Include full BOD in any responses to B2 & Business Plan questions.

Susan

1. Talk to BCC's Columinate Consultant about organizing a local training
2. Resend the link to the BOD sign-up sheet for the Climate Action Resilience Fair
3. Let the BOD know when the next NFCA networking roundtable event will be held
4. Share Suzette's (of NFCA) email with John
5. Contact Hether Jonna re: holding a meeting for staff about running for/serving on the BOD

Todd

1. Send reminder to BOD about date/time/location for the October Nominating Panel meeting

Meeting adjourned at 8:00 p.m. Minutes respectfully submitted by Emily Berry, scribe.