

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

**January 28, 2026**, Public meeting commenced at 6:00 p.m. Abbott Room of the Belfast Free Library and via Zoom

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

**Absent:** Valerie Tate

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

**Owners:** Annie Bussiere, Jamie Cermak, Richard Dines, Gina Ferendo, Steve Gold, Heather Q Hay, Ashleigh Russell, Lisa Sadler, James Shimko

### **Preliminaries**

#### **Agenda**

The BOD agreed to add the item *Annual Meeting Date* to the *Board Action Items* portion of the agenda. With this addition, the BOD accepted the agenda by consensus.

#### **Announcements**

The BOD canceled the December 10, 2025 regular meeting due to its proximity to the BOD's annual retreat as well as holiday scheduling.

Directors are encouraged to come into the store during the Ice Festival to promote the Annual Meeting.

There will be a Co-op Cafe event in Jefferson, ME on March 28, 2026 for all the co-ops in Maine. Directors are encouraged to attend.

The 2026 CCMA conference will be held in Tacoma, Washington and they are now accepting proposals for presentations.

Committee self reviews are scheduled to be conducted within the next month.

#### **Owner Comments**

None.

### **GM Reporting**

#### **Alignment**

None.

#### **GM Update Report**

Directors noted the drop in CORE participants from November to December. This was the result of actions implemented when SNAP benefits were being withheld. Owners who had used SNAP within the previous three month timespan were automatically enrolled in CORE, increasing the numbers of participants. When SNAP funds were released, those participants were given the opportunity to apply for annual enrollment in the CORE program and while some owners applied, others did not and the report reflects that difference.

The January GM Update Report featured a new data set, a week-by-week breakdown of local sales by department. The new operations role, People and Culture Manager, will take on aspects of HR tasks. The current HR consultant will most likely be retained with limited responsibilities.

Doug discussed the possibility of sharing services with other co-ops, using examples from financial services to bread baking and distribution. While the GM's focus is on operations, the BOD would be strongly encouraged to collaborate with other co-op boards on large strategic visioning exercises.

The BOD applauded the 2025 Common Cent total, \$82,434.32 for the year.

Directors were curious if there were plans in place for dealing with ICE. The leadership team has shared guidance with the workers and operations feels that everyone is aligned. They continue to provide information and strategies as the situation evolves.

## **Board Action Items**

### **C5 - Directors' Code of Conduct**

#### Conflicts of Interest:

Mary disclosed that there is a small possibility that her husband will apply for a part time job at the Co-op.

Rio disclosed that he receives a lot of support from the First Church and the First Baptist Church out of which he runs Phoenix Knights Gaming. Rio wanted to be transparent should the Co-op engage in collaborations with either of these institutions.

The BOD had no concerns about potential conflicts of interest following these disclosures.

#### Policy Change:

Board Development proposed a slight amendment to policy C5. The policy currently implies that directors must attend all BOD meetings and the proposed amendment stipulates that Directors will make a good faith effort to attend board meetings.

The BOD accepted by consensus the proposed change to policy C5.5. The subpolicy will now read: "Directors will **make a good faith effort to** prepare for, attend, and participate fully in all Board meetings and trainings. It is the director's responsibility to communicate to the board if they are unable to do so."

### **Consent Agenda**

The BOD accepted by consensus the

1. November 17, 2025 BOD minutes,
2. Policy C - Global Governance Commitment as in compliance, and
3. Policy D - Global Board Management Connection as in compliance.

### **B - Global Executive Constraint**

The GM reported partial compliance with policy B - Global Executive Constraint, citing policy B7 which the BOD did not accept.

The BOD discussed the reported number of owners who withdrew their ownership and at 16 was relatively low for an annual count.

The BOD accepted by consensus the B - Global Executive Constraint monitoring policy as in partial compliance.

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

This B1 - Financial Conditions & Activities monitoring report addressed 2025 Q3.

The Finance Committee reviewed the B1 monitoring report and found that debt and liquidity remain the primary financial concern for the Co-op. This is expected to (and was projected to) remain for some time due to the renovation, however, the Co-op is doing quite well otherwise. Operations appears to have stabilized the days of cash on hand which was a pressing concern a year ago.

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

### **2026 Calendar B-Meeting Dates**

The Strategic Work Committee proposed scheduling B-meetings for February, May, July, and October of 2026. The topic for each B-meeting will be decided in advance with input from the whole board.

The BOD agreed by consensus to hold B-meetings in February, May, July, and October of 2026.

### **Bylaw Change Proposal**

The Board Development Committee proposed a bylaw change to be included on the 2026 ballot. The change is minor, with the purpose of clarifying the process for seating directors and eliminating confusing language.

The BOD agreed by consensus to include the proposed bylaw change language on the 2026 ballot.

### **Board Term Length Assignments**

Owners will be voting to seat seven board candidates in the following open seats: four 3-year terms, two 2-year terms, one 1-year term.

### **Comprehensive Policy Review**

The Board Development Committee proposed a 12-month long review of the full policy register, with opportunity for all directors to submit comments, edits, and deletions. The BOD discussed the process of the review to consider the nuances and logistics.

The BOD agreed by consensus to engage in a 12-month comprehensive review of the policy register.

### **Add Mary Bigelow to OEC**

The BOD agreed by consensus to add Mary Bigelow to the Owner Engagement Committee.

### **Annual Meeting Date**

The BOD agreed to move the Annual Meeting date to March 8, 2026.

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

### **Annual Meeting Planning**

Those on the Annual Meeting Planning committee decided to split the meeting between dinner table conversation and business. There will be a walk through buffet style food service starting at 4pm and the business portion of the meeting will begin at 4:30pm. Each table will have a director seated at it to facilitate discussion of the questions on the back of the meeting agenda and see where the ownership is at. Committee reports have been shortened so the BOD and Operations can hear more from the community. The evening will also feature a raffle. This Annual Meeting will also be an opportunity to benefit neighbors in need as optional donations will be taken for Waldo County Bounty. Directors are encouraged to help wrap-up and clean-up following the event.

There will be a party to celebrate the 50th anniversary in the summer.

### **Finance Committee**

During their January meeting, the Finance Committee discussed taking a significant portion of the line of credit from CFNE, and parking it in a high yield savings account. Doug reported that the savings account, opened during fundraising for the renovation, at the National Cooperative Bank has an interest rate of 2.25%, which is a much better return than the money market account through Bangor Savings Bank, where the interest rate is 0.6%. FC will also be exploring other options that are offering returns of up to 3.5%.

### **Owner Engagement / 50th Committee**

See committee report, nothing further to discuss.

### **Board Development Committee**

See committee report, nothing further to discuss.

### **Strategic Work Committee**

SWC has set its meetings for the second Thursday of each month and Kim will chair until the post-election committee assignments, generally April.

SWC has begun planning the 2026 BOD retreat and are looking at dates in May and June that could potentially work for the BCC's Columinate Consultant.

At their January meeting, SWC discussed establishing a strategic vision for the BOD with a process that takes into account the needs of the community.

### **Executive Committee**

See committee report, nothing further to discuss.

## **Closings**

### **Homework**

#### Full Board

1. Respond to all policy polls
2. Co-op Cafe March 28
  - a. Let Susan know if you plan to attend
  - b. Register yourself for the event
3. Let Susan know, before the Feb BOD meeting, if you would like to attend the 2026 CCMA conference
4. Send Kim B-meeting topic ideas
5. Spread the word about the 2026 Annual Meeting
6. Send discussion questions for the Annual Meeting to Jim
7. Respond to retreat date availability
8. Look at past [homework](#)

#### Doug

1. Provide the BOD a list of positive Co-op talking points
2. 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.
3. In future B1 reports:
  - a. define net income
  - b. Interpret financial trends
4. Delve into mapping a path to meeting a livable wage

#### Susan

1. Resend the Co-op Cafe email to directors
2. Discuss timing of seating new directors at the agenda planning meeting

#### All Committees

1. Discuss your self-review at your February meeting

#### Kim

1. Email James regarding the Feb SWC meeting
2. Email BOD & candidates regarding 2026 retreat dates

#### Owner Engagement Committee

1. Learn about intersection of Marketing and OEC roles and responsibilities
2. Evaluate how Owners and broader community view the current Ends Statement and share with SWC
3. Discuss using the Ends Report as the basis for an Owner Forum (possibly in conjunction with SWC)

#### Todd

1. Send BOD link to Policy Register google doc
2. Send BOD link to Columinate's Policy Register template

#### Strategic Work Committee

1. Include Doug in strategic topics discussions as needed.
2. Discuss using the Ends Report as the basis for an Owner Forum (possibly in conjunction with OEC)

#### Emily

1. Add B-meeting schedule to BOD calendar
2. Update policy C5

### **Owner Comments**

None.

### **Debrief**

All agreed it was a good meeting.

Public meeting adjourned at 8:01 pm. Minutes respectfully submitted by Emily Berry, scribe.