

Belfast Community Co-op Board of Directors Meeting Minutes

March 25, 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), Valerie Tate

Absent: Kim Relick (secretary),

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

Owners: Annie Bussiere, Jamie Cermak, Gina Ferendo, Cristiane Gil, Steve Gold, Heather Q Hay, Lisa Sadler, James Shimko, Michael Walter

Preliminaries

Agenda

A director proposed adding item *iv. Approving the Minutes from the March 4, 2026 Executive Session* to the consent agenda. With this addition, the BOD accepted the agenda by consensus.

Announcements

The April 2026 meeting will be conducted through Zoom only. The date of the meeting was changed to April 15th and the Abbott Room of the Belfast Free Library is not available.

Several directors are registered to attend the upcoming Co-op Cafe in Jefferson, ME and carpooling is encouraged.

The BOD approved the 2026 ballot during the regularly scheduled February meeting, however, days before voting began one candidate withdrew their name from the ballot. Due to the time constraint, the BOD accepted by consensus a revised ballot with the candidate correction via email.

Feedback from the Annual Meeting was positive, the event had good turnout, great food, and informative presentations.

Owner Comments

None.

GM Reporting

Alignment

Wegner CPA is conducting its final review of the FY 24-25 financial audit. Doug expects to receive the final document in the next few weeks.

After the discussion of forming a non-profit arm of the BCC during the Annual Meeting, Doug has begun reaching out to the state.

GM Update Report

Operations has been working on bringing in AGNE (Associated Grocers of New England, a distribution co-op) as a distributor for the BCC. AGNE carries a robust natural and organic line in every sub-department. AGNE will be the BCC's tertiary distributor, offering products not available through the primary and secondary distributors and providing extra flexibility in the Co-op's response to unforeseen stressors.

BCC has begun implementing Open Book Management (OBM) and workers are currently participating in practice huddles and a scoreboard has been set up. OBM empowers workers by giving them more ability to connect what they do everyday with the financial condition of the store. Workers will participate in department and all-store huddles as well as various "games". OBM is expected to be up and running by mid-April. Heather Q shared that so far in their practice, workers have approached OBM with a lot of good energy and are really invested.

On the Monday following the P6 conference in April, Columinate's Jeanie Wells will put on a 4-hour workshop for BCC workers at the UU Church. The store will open late to accommodate worker participation.

Board Action Items

Consent Agenda

The BOD accepted by consensus:

1. The February 25, 2026 BOD meeting minutes
2. The GM Evaluation
3. The revised 2026 RFP; and
4. The following minutes from March 4th executive session: “The Board had wanted a little more time to review GM Evaluation drafts. On Wednesday March 4, they met in executive session by zoom from 5:00 to 5:14pm. They found that they were all fine with a draft provided by the president.”

B1 - Financial Condition and Activities

This B1 monitoring report focused on 2025 Q4. The Finance Committee recommended the report be accepted as submitted. They noted that a couple of areas were phenomenal, inventory for example, especially considering Q4 is one of the Co-op’s leanest quarters historically. When asked, Doug ranked the fiscal quarters based on historical trends: Q3 (July, August, September) has the highest sales, followed by Q2 (April, May, June), Q4 (October, November, December), and finally Q1 (January, February, March).

The BOD accepted by consensus the B1 - Financial Condition & Activities monitoring report as not in compliance with sections B1.2 - B1.4 and in compliance with sections Global B1, B1.1, and B1.5 - B1.15.

B4 - Membership Rights and Responsibilities

The BOD accepted by consensus the B4 - Membership Rights and Responsibilities monitoring report as in compliance.

C2 - Board’s Role

The BOD discussed updating the procedure for GM Compensation to be included in the Policy Register Procedures addendum.

One director brought up the fact that owners generally have concerns or issues that are operational and not the role of the BOD and yet they imagine representation which falls outside the bounds of Policy Governance. This director encouraged the BOD to not just see the Board’s Role through their own eyes but also the eyes of the owners.

The BOD discussed the work they are doing to update the entire Policy Register. The BOD is editing in a framework where the executive limitation policies have been rewritten in the affirmative. While this framework has been offered as a potentially easier method of editing, concerns were shared that if the policies remained in the affirmative they would then become prescriptive, which can be different for each director. If the BOD decides not to revert the language back to limitations, this will fundamentally change whether the BOD operates using Policy Governance. The Board Development Committee confirmed that it was not their intent to change the governance system. The editing exercise is to assess the content of each policy while making changes to language that is redundant and/or confusing. The switch to affirmative language is a tool to assist that process, however, any directors who would like to edit using the current executive limitation language may of course do so.

The BOD accepted policy C2 - Board’s Role as in full compliance.

Finalize GM Compensation

A team of three directors will be meeting with Doug to discuss the RFP. The BOD will have an executive session meeting on April 14th to discuss the GM Compensation Proposal.

Board Discussion Items

Board Development Committee

The Board Development Committee has deferred the discussion of an 8th Cooperative Principle to a future B-meeting.

Owner Engagement Committee

In March, the OEC met with operations to continue planning for the 50th anniversary party.

The OEC is no longer proposing creating a movie for the 50th anniversary party. They will still remain in conversation with Torchlight to work on a feasible project for the future. OEC can use this project reprieve to organize finances, which are not in the budget.

The OEC will be working on setting up a tabling schedule for the summer during their April meeting.

Finance Committee

The Finance Committee noted that the financial situation has improved from a year ago; a CFO has been sorted and data is more accessible, although timeliness is still an issue.

During their March meeting, FC discussed the BCC's banking. First National Bank in Belfast is offering 2.7% on a checking account. Doug has set up a money market account with them and can move funds whenever the BCC would like.

FC also discussed the monthly timeline. It is a recurring issue that the financial reports become available just before the FC meeting and the regular BOD meeting, limiting the time allotted for committee members to review and prepare. Additionally, the CFO has limited availability for committee meetings. FC brainstormed solutions but no recommendations have been proposed yet.

FC would like to be more helpful with the living wage issue and is interested in delving deeper.

Directors in the FC have received feedback from owners that they are looking for more prepared foods, particularly after 4pm, and asked that this issue be brought to the BOD's attention.

Executive Committee

An executive session regarding GM compensation will be held April 14th.

Closings

Homework

Directors were interested in how Doug is progressing on creating a road map to a living wage. Doug has begun to compile information for an upcoming B-meeting. He laid out that the first issue is defining a living wage. There are two primary models, the MIT model based on property values, and the NCG model which is more thorough and takes into account data from HUD and other agencies that track demographics, as well as accounting for benefits. The BCC may never be able to meet the MIT model, which would require a 38% increase in wages across the board, unfortunately it's not realistic to believe the BCC could make that much money. Using the NCG model, without benefits, a living wage is approximately \$19. Once benefits are factored in, 100% staff are at a livable wage. Nationally, 43% of co-ops that use the NCG model have 100% of staff at livable wage. When the BCC tracks labor as percentage of sales compared to co-ops across the country with wages and benefits, BCC is in the upper quartile. BCC has consistently been paying out more in wages and benefits than any of its peers. The GM believes the BCC should continue to do so and stay relevant.

Full Board

1. Send Kim or Exec Comm B-meeting topic ideas
2. Respond to retreat date availability
3. consider if you would like to serve as an officer

All Committees

1. Send Kim or Exec Comm B-meeting topic ideas
2. Send Exec Comm retreat topic ideas

Board Development Committee

1. Gather information on proposed 8th Cooperative Principle

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. In future B1 reports:
 - a. define net income
 - b. Interpret financial trends
3. Delve into mapping a path to meeting a livable waged

Susan

1. Send the BOD a poll for retreat dates in September

Owner Comments

Steve - Thought there might be opportunities for the workers to participate in profit sharing, which would be motivating and ties collective effort into an enhanced wage.

Debrief

Directors were given the opportunity to share comments, concerns, gratitude, and insights regarding the meeting.

Public meeting adjourned at 7:43pm. Minutes respectfully submitted by Emily Berry, scribe.