

Blue Hill Co-op Board Meeting
August 26, 2021, Blue Hill Co-op Cafe

Board Members Attending: Jo Barrett, Diane Bianco, Jenny Brillhart, Aaron Dority, Deborah Evans, Jerome Lawther, Jennifer Traub, Tim Tunney.

Absent Board Member(s): Cheryl Boulet

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager).

Julia Klein, minute taker

Diane Bianco, meeting facilitator, timekeeper

Jerome Lawther, tasks and decisions

Open Owner Time: No owners were present.

Approval of Minutes: **Jo moved to approve the July 29, 2021, Board Meeting Minutes with permission for minor edits. Jerome seconded the motion. The motion unanimously carries.**

GM Monitoring:

B6 Staff Treatment and Compensation – Kevin briefed the board on current wages and explained his work with Co-op staff regarding requests for higher starting pay. After evaluating wages and holding multiple meetings and discussions with staff he has been able to increase base pay to \$13.00 per hour. Minimum wage is currently \$12.25. All employees whose wages already exceed \$13.00 received a \$.50 raise. The raise was well received. Kevin reached out to other Co-ops in Maine and nationally. Some already offer up to \$15/hour base pay but he felt that the Co-op compares well and will be able to increase wages with time. In his research of other GMs and NCG Kevin discovered a study which would compare the Co-op's wages to others nationally and develop a timeline for safely increasing minimum pay to \$15 with tangible goals in the process. Support is offered for communicating about responsible growth with staff while keeping everyone on board.

Kevin surveyed department managers. All but one responded well. He will be conducting an NCG survey of all staff in the future. Jen inquired about Kevin's statement in his report that he would like to hire a human resources person. Kevin responded that he is researching the topic and plans to develop the HR role in the next year to meet the needs of increased staffing. Kevin's door is always open for conversation and he focuses on connecting with staff on the floor daily.

Finances – Kevin reported that ratios are moving in a good direction, profitability increased in August, and savings hold \$90,000. Payroll, at 15%, is down due to strong sales and good net income. **Aaron moved to accept the GM report. Jen seconded the motion. The motion unanimously carries.** Tim thanked Kevin for his attunement to finances and sensitive communication with staff.

Finance Committee – Tim reported that the RFP has gone out to several community banks in the region. Follow-up meetings with lenders are scheduled. Kevin reported that initial responses from banks have been favorable. Kevin is working to include CEI in the refinance. Discussion ensued.

Cheryl modeled the refinance applying the proforma and showed that by 2023 the Co-op may be able to pay dividends. Tim emphasized the importance of retaining employees, moving toward higher wages, and avoiding turnover costs. Kevin and the board echoed that rewarding the employees takes priority over investor dividends. The board thanked the Finance Committee for their work.

Board Monitoring

Election Prep Update - Jo and Deborah presented the ballots. They explained that ballots will be mailed after Labor Day. Counting will begin after the annual meeting. They noted that bylaw 2.3 regarding Owner Responsibilities and Termination of Ownership is not included on the ballot. 2.8 – Return of Equity and 2.9 – Abandonment of Equity are also under examination. Kevin requested permission to pay out equity to heirs who request it following the death of a Co-op owner until legal counsel is obtained and bylaws are adjusted in next year's voting season. Kevin developed forms for use upon request. Lengthy discussion ensued. **Jerome moved to give the GM permission to edit member equity accounts using the Member Owner Quit Claim form and Member Equity Refund Request form as needed. Tim seconded the motion. The motion unanimously carries.** Aaron and Jerome volunteered to draft an information page regarding proposed bylaw changes on the ballot. Discussion followed about where to host the information. The board thanked Deborah and Jo for their work.

Multi-Year Plan/Strategic Plan Committee Charter - Jenny presented the charter developed with a template which outlines 10 points about limitations and goals. The charter details how the committee will work with the GM. Discussion ensued. It was noted that the committee is open to owners, employees, and community members and offers an opportunity for people to get involved with the Co-op. Minor edits were made to the charter. Kevin and the board expressed excitement about the possibilities for community outreach and connection as well as opportunity for volunteering. **Aaron moved to adopt the Strategic Leadership Committee Charter. Jen seconded the motion. The motion unanimously carries.**

C7 – Board Committee Principles – Deborah shared her evaluation of C7 and inquired regarding committee charters. Committee charters were found in Google Drive. Deborah highlighted a formatting issue in the policy. **Aaron moved to accept the policy C7 report as amended as in compliance. Jen seconded the motion. The motion unanimously carries.**

Annual Meeting Time – The annual meeting will be held on September 23, 2021, 6:00 – 6:30 PM at the Blue Hill Co-op Café, with the monthly board meeting to follow. Diane opened discussion regarding the number of attendees and her conversations with Max regarding food. The board estimated that around 50-75 owners may attend. Kevin turned the discussion to

hospitality within covid parameters. **The board decided against food and drink and agreed to require registration for the meeting to determine numbers.** The meeting will focus on business. Diane shared her plans to thank the employees for an incredible year!

Agenda:

GM Report

Finance Committee

C8 Governance Investment, D Global Management Connection

Meeting Evaluation: Strategic and monumental!

Due Date for the Board Packet: Items for the Board Packet will be due on Monday, September 13, 2021.

Next Board Meeting/Annual Meeting: Thursday, September 23, 2021, 6:00-8:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein