

Blue Hill Co-op Board Meeting
December 15, 2020, via Google Meet

Board Members Attending: Aaron Dority, Cheryl Boulet, Deborah Evans, Diane Bianco, Jennifer Traub, Jerome Lawther, Martha Shepherd (Staff Position), Susan Snider, Tim Tunney.

Absent Board Member(s): Edie Dunham

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. Kevin noted that lack of owner attendance has been due in part to the fact that a link to the virtual board meeting has not been posted.

Approval of Minutes: **Susan moved to approve the November 10, 2020 Annual Meeting and Board Meeting minutes. Jerome seconded the motion. The motion unanimously carries.**

The board requested that minutes be included in the upcoming meeting folder in Google Suite.

GM Monitoring: Kevin began by questioning whether presentation of full financial statements every month is necessary. He suggested that the finance committee present a monthly summary while he would present full financials quarterly. B1 financials are scheduled for January. Discussion followed and the board identified that the sales wrap, the monthly monitoring worksheet, and a summary from the finance committee providing context would satisfy monthly monitoring needs. Aaron suggested including top line numbers and comparison to the prior period with the balance sheet and profit and loss. Jen noted that Tim already gives a monthly finance committee update and that finance committee meeting minutes are available prior to the board meeting. She also noted that the finance committee will be meeting the Friday before board meetings making financial reporting current. Kevin noted that the committee may bring outstanding issues or concerns to the board monthly as needed. The board determined that no decision was necessary as this procedure is in alignment with policy.

Kevin proceeded with GM reporting. Susan expressed excitement over Café growth. Kevin reported a record-breaking Tuesday before Thanksgiving with \$42,000 in sales, and all 135 turkeys sold, with potential to have sold more than 150! November came in 67% over last November with growth in every department. Sales may reach \$5.7 million this year exceeding the projection for \$5.3 million. Webcart sales surged again over the last week with the highest sales since last May. The Webcart team is excellent and sales through November total \$305,000. Deliveries are now being made in the Blue Hill zip code through a newly implemented program.

2021 Budget Proposal – The board opened a discussion of the proposed 2021 budget and asked for input from the finance committee. Cheryl inquired whether Kevin had checked the accuracy of depreciation. He responded that he would consult the bookkeeper. Kevin noted that he was

conservative with a 15% growth projection in light of the changes in the Blue Hill community this year. It is difficult to navigate and predict the coming year. Susan noted that many NCG Co-ops are experiencing declines and Blue Hill has been fortunate. Kevin explained that he worked through the budget line-by-line applying the sales projection and adjusting remaining relocation items. Jen suggested that a higher sales projection could allow the Co-op to proceed with the refinance RFP sooner. This year's growth has aligned the Co-op more closely with pro forma projections. **Susan moved to approve the 2021 budget. Aaron seconded the motion. The motion unanimously carries.**

B9 Succession Report – Diane opened discussion of the B9 Succession Report and took questions. Susan noted that training is not represented in the report and that Kevin should be educating his successor. Jen suggested that the successor should attend a board meeting and get to know the board. **Susan moved to approve the B9 Succession Report. Jerome seconded the motion. The motion unanimously carries.**

Finance Committee – Diane took questions for Tim. Aaron requested an update on the refinancing status. Kevin responded that at the Annual Meeting Deborah Hawkins learned about the Co-op's interest in refinancing and subsequently communicated that CFNE might be interested in being involved as well as CEI and another organization. The RFP should be developed early in 2021 with projections attractive to traditional lenders. Tim noted that the debt service coverage ratio covenant is standard and will continue to limit the ability to distribute cash, but that a better rate could be pursued. The committee needs to assess internal readiness to proceed. Cheryl inquired about the 2019 financial review and asked whether it is customary to wait a year for completion. Kevin explained that it is nearly done, but both the review process and filing of taxes occurred late in 2020.

Board Monitoring:

Board Election Results – Jerome Lawther and Jim Picariello were reelected to the board. Jim resigned. Aaron and Susan will compile a piece for The Harvest Herald honoring Jim's long history with the Co-op and the board.

Officer Elections – Officer elections proceeded as follows: Susan nominated Diane to continue as board president. Aaron seconded the nomination. **Diane Bianco was elected as board president. The motion unanimously carries.** Susan nominated Aaron to continue as vice president of the board. Jerome seconded the nomination. **Aaron Dority was elected as vice president. The motion unanimously carries.** Susan nominated Jerome to replace her as board secretary. Jen seconded the nomination and Jerome accepted. **Jerome was elected board secretary. The motion unanimously carries.** Susan nominated Tim Tunney to continue as board treasurer. Jerome seconded the nomination. Tim offered the position to Cheryl Boulet but she declined. **Tim Tunney was elected board treasurer. The motion unanimously carries.**

Diane opened a discussion of whether a new director should be sought to fill Jim's open 3-year position. Susan and Aaron expressed their support of filling the seat. Brainstorming followed to identify the skills the board will look for in candidates. The board agreed that a

candidate with deep connection to the Blue Hill community and good at community outreach would be ideal. Aaron also suggested considering legal expertise. Directors will bring 1-2 names to the following meeting to be vetted in closed session. Diane will send a reminder.

Conflict of Interest Forms – Susan will forward Conflict of Interest Forms to Jerome. Jerome will post forms on Google Suite to be signed by the board digitally.

Google Suite – Diane noted that directors needing to learn document sharing on Google Suite may email Jerome for a walk-through.

Condolences – Diane shared her desire for the board to give a meaningful gift to two staff members who recently suffered loss of a loved one and asked for the board's input. She suggested that a tree is a gift that lasts. Kevin volunteered funds from the Co-op general fund to cover costs. Diane and Susan will discuss options with Mainescape and make arrangements. Diane will place a card at the Co-op for the board to sign and email when it is there.

Financial Training – Susan reported that Columinate has scheduled its first round of financial trainings for February 2021. Virtual meetings will be held on each of the four Monday evenings of the month. Tuition is \$150 per attendee and directors may sign up online. The Co-op will cover costs. Other trainings will be held in August and November and may also be virtual. Susan noted that directors interested in Columinate's newsletter should contact her to sign up.

Google Suite 2021 Board Calendar – Susan opened a review of the board calendar suggesting that Kevin's evaluation should be moved to January rather than March. She also noted that the planning for the annual celebration is scheduled for April, but details will be subject to current COVID circumstances. The board agreed on the suggested adjustments. Jerome or Kevin will revise the Google Calendar.

D3-Delegation to the GM – Diane expressed her determination that the board is in compliance with policy D3. **Susan moved to approve policy D3 as it stands and accept Diane's report. Jerome seconded the motion. The motion unanimously carries.**

Policy Register Edits – Aaron and Susan reviewed the policy register to correct format and wording errors accumulated over years of revisions. B4 was revised to correct the double negatives. **Aaron moved to adopt the clean policy register document in its entirety to be posted on Google Suite and referenced hereafter. Jen seconded the motion. The motion unanimously carries.**

Agenda: Diane requested that Agenda items be emailed to her.

GM Report

B1 Financials – Kevin

D4 – Cheryl

Meeting Evaluation: Productive!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday, January 9, 2020.

Next Board Meeting: Tuesday, January 19, 2021, 6:30-9:00 PM, Google Meet.

Minutes respectfully submitted by Julia Klein