

**Blue Hill Co-op Board Meeting**  
December 16, 2021, Blue Hill Co-op Cafe

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

Absent Board Member(s): Jenny Brillhart.

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

Julia Klein, minute taker

Jerome Lawther, meeting facilitator, timekeeper

Jennifer Traub, tasks and decisions

Open Owner Time: Jen noted a conversation with Jennifer Coolidge about complaints from costumers regarding people talking loudly on their computers in the Café. Kevin responded that he plans to place signs on tables reminding patrons to speak quietly.

Approval of Minutes: **Jen moved to approve the November 18, 2021, Board Meeting Minutes with no changes. Jerome seconded the motion. The motion unanimously carries.**

GM Monitoring:

B8 Board Logistical Support/B9 GM Succession - Kevin stated his assessment that he is in compliance with B8 and B9. He explained that he has established an interim management team, comprised of the current Groceries Manager and the Facilities Manager, to run the Co-op in the event of his sudden departure. He expressed his confidence in the ability of these managers to run the Co-op while allowing the board time to figure out GM succession. Kevin will create a Confidence Ability Survey for GM succession planning and report back to the board within the first quarter.

Kevin took questions regarding the GM report. Aaron noted the need for a year-to-date running total column in the budget-to-actual report. Kevin will add the column in next month's report.

**Jerome moved to approve the GM report. Aaron seconded the motion. The motion unanimously carries.**

Finance Committee – Board Discount/Vote on Board Budget - Tim reported that the committee has not met but that Kevin has been handling refinance documents and closing is slated for the end of January. He went on to explain the reduced Board Budget for 2022. Aaron noted that previous budgets included extra funds for board trainings and suggested looking for training opportunities for 2022. Aaron volunteered to research board training. The budget may be increased in the future.

Directors entered a lengthy discussion of the current 20% board discount with a cap of \$2,000. Tim reviewed the reasons that the discount was reduced in 2020, highlighting that the previous 25% discount exceeded the 20% employee discount and caused tension, and that the reduction had been an effort to cut expenses wherever possible to expediate paying dividends to investors. Kevin noted that the \$2,000 cap existed in policy but was not functioning. He also reminded the board that significant research went into the decision for the 20% discount. Directors expressed

satisfaction with the 20% discount but discussed whether the cap is necessary and its possible removal. Jo noted that it is difficult to predict which items are eligible for the discount. Kevin referenced a report on board discounts to date and confirmed that the cap may not be essential as only two directors have exceeded \$2,000 of discount use. **Deborah moved to continue the 20% board discount but remove the \$2,000 cap for 2022. Jen seconded the motion. The motion unanimously carries.**

**Aaron moved to approve the Board Budget as amended. Jen seconded the motion. The motion unanimously carries.**

Tim noted that the Finance Committee could meet less frequently now that the refinance is underway and suggested quarterly meetings as Kevin is developing his reports, or as needed.

#### Board Monitoring

D3 – Delegation to the GM – Jen gave her assessment that the board is in compliance with D3 regarding delegating authority to GM. She clarified that the new Strategic Planning Committee does not overstep D3 as they will only present recommendations to the GM. **Jerome moved to accept D3 as in compliance. Diane seconded the motion. The motion unanimously carries.**

Corporate Resolution to Borrow – **Tim moved to authorize Kevin to sign and execute all documents necessary to effectuate the loan with CEI and CFNE on behalf of the Co-op. Aaron seconded the motion. The motion unanimously carries.**

Resignation Letter – The board decided to discuss a director’s resignation letter in executive session.

Strategic Leadership Committee Report – Jerome reported that he and Jenny met to discuss plans for further research with the Belfast Co-op and Columinate to develop the committee. They decided to establish a task force, including the two interested owners, to study the problem of plastic use at the Co-op and develop solutions.

#### Agenda:

GM Report

Finance Committee

GM Monitoring Calendar Evaluation

Annual Meeting Date

GM Monitoring Table

D4 - Monitoring GM Performance, Deborah

Meeting Evaluation: Smooth!

Executive Session: GM Compensation, Resignation Letter.

Public Session Re-convened at 8:00PM: **Tim moved to accept Cheryl Boulet’s resignation from the Board of Directors. Diane seconded the motion. The motion unanimously carries.**

**Aaron moved to accept Kevin's request regarding executive compensation for 2021. Diane seconded the motion. The motion unanimously carries.**

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Due Date for the Board Packet: Items for the Board Packet will be due on Monday, January 17, 2022.

Next Board Meeting: Thursday, January 27, 2022, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein