

**Blue Hill Co-op Board Meeting - November**  
December 1, 2022, Blue Hill Co-op Café

Board Members Attending: Jo Barrett, Jenny Brillhart, Aaron Dority, Deborah Evans, Anne Gilchrist, Jerome Lawther, Annie Silver, Jennifer Traub, Tim Tunney.

Absent Board Member(s): None.

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

Julia Klein, minute taker

Jerome Lawther, meeting facilitator, timekeeper

Jennifer Traub, tasks and decisions

Meeting called to order at 6:01 PM.

Approval of Agenda

**Jo moved to approve the agenda with adjustments. Jenny seconded the motion. The motion unanimously carries.**

Open Owner Time

Jen inquired regarding Kipp's recent cross-country move. Kevin commented that Kipp is moving into her new home and will be more accessible once settled. She will continue to be involved with marketing.

Approval of Minutes

**Jen moved to approve the October 27, 2022 Board Meeting Minutes. Jo seconded the motion. The motion unanimously carries.**

Finance Committee

Tim noted that the committee will schedule a meeting for the next week but has not met recently. The committee will examine the Financial Review and make a recommendation to the board regarding dividends.

Board Budget

Tim presented a draft BOD budget highlighting the board training budget and the BOD discount for discussion. \$21,602 has been spent by the board year to date. Tim noted that while \$2,500 is budgeted for trainings, none were attended this year. Training opportunities were discussed specifically for new board members. The board suggested attending lower-cost generic trainings offered by Columinate, rather than hiring a consultant. **Deborah moved to approve the 2023 BOD budget as presented. Aaron seconded the motion. The motion unanimously carries.** Aaron will research board training opportunities and present at the next meeting.

Board Monitoring

D2 Accountability – Jenny demonstrated compliance with D2. **Anne moved to accept policy D2 as in compliance. Jo seconded the motion. The motion unanimously carries.**

### GM Monitoring

B7 Communications to the Board, B8 Board Logistical Support – Kevin shared his assessment that he is generally timely with reporting. He directed the board to Google Drive for the Monitoring and Sales Reports. He noted that an error was discovered on the balance sheet tracing back to June. The error occurred due to new management and the shift to perpetual inventory resulting in staff using the wrong worksheet. Kevin has retrained staff to use the appropriate worksheet but still needs to correct the balance sheet. Kevin explained a tax benefit provision for income taxes which is expected to decrease the net loss.

November showed 2.3% growth with some departments up and some down. Jo noted that bread is up. Kevin responded that the store is stocking bread from 3 more bakeries and the sales jump is due to having bread on the shelf more often. Anne commented that customers may choose a different store if they are unsure if bread will be on the shelf. Cheese and wine are down.

Kevin hired a bookkeeper today and expects that his time will be freed for other tasks. The board celebrated. **Jo moved to accept Kevin’s B7 Monitoring Report. Tim seconded the motion. The motion unanimously carries.**

### Board Policy Changes

Jen presented an overview of the board policies and explained that most wording was taken directly from Columinate. She noted that editing the policy is an evidence based rather than creative process and the policy will be checked for conflicts with the bylaws. The board determined a process for editing. Changes were approved as follows:

C3 – The words “focuses our attention upward and outward,” were changed to, “focuses on meeting our ends.” **Anne moved to approve the revision. Deborah seconded the motion. The motion unanimously carries.**

C3 – Wording regarding the agenda was discussed and let stand.

C5 – Pronouns “she/he” were replaced with “they.” **Jo moved to approve changing gender-specific pronouns to gender-neutral pronouns with verb agreement throughout the policy. Anne seconded the motion. The motion unanimously carries.**

C5, 2e – The employee board seat provision was struck from the policy as obsolete. **Aaron moved to approve the revision. Tim seconded the motion. The motion unanimously carries.**

C8 – The word “liberally” was removed. **Deborah moved to approve the revision. Jo seconded the motion. The motion unanimously carries.**

Jen will update the policy as approved. The board thanked Jen for keeping record of policy revision suggestions throughout the year.

Bylaw Changes Update – Jo read bylaw 2.9 Abandoned Equity and explained that complaints from owners were primarily regarding the time allotted to request return of equity. She clarified that the language was misunderstood to mean that the request must be submitted within 90 days

of death. Read correctly, the bylaw states that request for equity must be submitted within 90 days of notice of termination of ownership. (Article II, Section 2.7) The board agreed to leave the bylaw as it stands.

Bylaw 2.8 - Return of Equity – The board discussed comments on ballots from owners regarding the potential that requests for return of equity could be denied if they would lead to a net decrease for the Co-op. The board decided that defining a specific reporting period would clarify the bylaw and assigned the prior 12-month period. The Board Development Committee will retain this suggestion for the bylaw vote next year. The board agreed that context for bylaw changes should be provided on future ballots. Clarification of Bylaw 2.8 and 2.9 may be provided next year.

GM Compensation Committee Charter – Jerome drafted a charter for the committee and placed it in the charter folder for board review and approval.

### 2023 Annual Meeting

Jo and Deborah opened a discussion regarding the 2023 Annual Meeting and inquired when 2022 financial reporting concludes. Deborah suggested adjustments to wording on printed materials to better reflect the financial period being reported. Anne suggested moving the meeting to earlier in the year to make the reports more relevant to owners. The board calendar was discussed. Kevin will develop dates for the next annual meeting. Jo and Deborah noted that an earlier meeting would necessitate knowing promptly if Jo, Anne, and Jerome will re-run for board seats.

### 2023 Board Calendar

Jen noted that she will update the 2023 Board Calendar to include the Annual Meeting. Board policy monitoring assignments, board education and trainings, and the timeline for RFP and GM compensation will be on the next meeting agenda.

### Review of Ends

Jen read the Ends as listed in Jenny’s D2 monitoring report. Jerome clarified that the Ends are being used to guide the Strategic Leadership Committee.

### Next Meeting Date/GM Compensation Bonus

The board discussed the next meeting date as it relates to the GM compensation timeline. The GM Compensation Committee agreed to meet with Kevin next Wednesday at 3:30 to determine the timeline. GM compensation will be decided via email. The board decided to combine the December and January BOD meetings on Thursday, January 12, 2023.

### Agenda

GM Reports B2 Planning and Budgeting, B9 GM Succession  
Board Calendar/Board Monitoring Assignments- Jen  
Board Training Opportunities - Aaron  
D3 Delegation to the GM – Jo  
GM Compensation Committee Charter Vote - Jerome  
Executive Session - GM Compensation Recommendation to the Board

Meeting Evaluation: Problem solving!

Meeting Adjourned: 7:20 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, January 5, 2023.

Next Board Meeting (December/January): Thursday, January 12, 2023, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein