

**Blue Hill Co-op Board Meeting**  
July 28, 2022, Blue Hill Co-op Café

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

Absent Board Member(s):

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 commenced at 6:00 PM.

Approval of Agenda

**Jenny moved to approve the agenda. Diane seconded the motion. The motion unanimously carries.**

Open Owner Time

Jo shared excitement, considering her recent reading, that Co-op receipts are free of many toxic chemicals commonly present in receipts!

Save the Date – Deborah inquired regarding where the Annual Meeting Save-the-Date notice was posted for owners. Kevin responded that it was not posted. Deborah stated that the notice may still be posted but language regarding collection of signatures for petition should be removed as the due date has passed. Jo and Deborah will edit the text and resubmit to Kevin immediately for publishing in the e-newsletter this weekend.

Annual Meeting – The board discussed expected attendance for the Annual Meeting and addition of other elements, such as live music. It was noted that Jennifer Coolidge has been contacting musicians for a music line-up in the café. Jenny will discuss music and potential Annual Meeting activities with Jennifer Coolidge.

Moment of Silence Discussion – Jerome requested the board's opinion on the practice of opening meetings with a moment of silence. Pros and cons were discussed. Jo proposed holding two meetings without the moment of silence and assessing on the third meeting. The board agreed with consensus.

Approval of Minutes

**Jen moved to approve the May 26, 2022, Board Meeting Minutes with suggested edits. Jo seconded the motion. The motion unanimously carries.**

GM Monitoring

B1 Financial Conditions Q2 – Kevin reported that the Co-op is showing signs of growth with the Café growing at double digits. He noted that there is \$2,300 in verbally committed donations after investments. He has paid \$95,000 toward the balance on the line of credit. Cash flow is

strong, and he anticipates paying off the line of credit in 3-4 weeks. Funds will then go to savings. He took questions from the board.

Jo suggested updating the appraisal considering poor debt-to-equity ratios. Discussion ensued and Tim noted that he focuses on other financial factors such as liquidity, cash on hand, and inventory. Also, debt to equity is expected to be skewed for several years and is monitored by checking for reasonable interpretation and compliance. Kevin commented that other indicators show financial stability, with growth continuing at 3% and the Café growing at 20%. He attributed the slowed growth to expected retraction after two years of immense growth, and the natural growth curve expected in moving to a bigger store. Paid-in equity and new owner numbers continue to grow, and the parking lot is full at lunch. The board discussed Kevin's assessment that the Co-op is out of compliance with B1. They concluded that reasonable interpretation is present, and the report should be considered in compliance. **Aaron moved to accept the B1 Financial Conditions GM Report as in compliance as discussed. Deborah seconded the motion. The motion unanimously carries.**

#### Board Monitoring

C6 Officer's Roles – Aaron shared his assessment that the board is in compliance with C6 and officers are accomplishing their roles. **Tim moved to accept Aaron's report that the board is in compliance with policy C6. Diane seconded the motion. The motion unanimously carries.**

Conflict of Interest Update – Jerome reported that his daughter is now working for the Co-op Café. He will update his Conflict-of-Interest form accordingly.

Election Committee Updates – Jo and Deborah reported that five candidates are up for election and bios and photos are needed for the ballot. They requested that Jen Traub, Anne Gilchrist, Tim Tunney, and Deborah Evans check their current photo/bio or submit an update. The ballot will be sent to the printer in two weeks.

E-voting – Jo and Deborah requested e-voting software from Kevin. Kevin responded that software has been purchased and he will forward credentials. Jo and Deborah will produce and circulate a mock-up ballot to the board to test the process.

Bylaw Changes – Jo reported that bylaw changes must be submitted to the lawyer for review ASAP. The board reviewed the updates and Jen and Tim noted that 2.8 language should be consistent between policy and the bylaws. Jo will move policy language into the bylaws. She will submit the bylaw changes to Kevin to forward to Jeff Spaulding for review. Jo will also send bylaws to the board for information only.

Petition for Ballot – Jo shared that she requested a petition template from several departments at the store and was unable to locate it. Discussion ensued, the bylaw was reviewed, and it was determined that petitioners have been expected to produce their own letter with signatures. The board agreed that a formal petition template, including the owner number, should be created, and placed on the website for download. Deborah and Jo will work on the petition form after the Annual Meeting.

Personnel Update – Kevin notified the board that the bookkeeper is retiring. He emphasized that the position requires fluency with Excel and QuickBooks. Directors may reach out to qualified acquaintances regarding the opening. Kevin posted the position, has received several applications, and made an offer to an applicant. Aaron also suggested remote bookkeeping. Kevin will cover bookkeeping in the interim.

Agenda

GM Report

C-7 Board Committee Principles – Deborah

Annual Meeting Update

Meeting Evaluation: Efficient!

Meeting Adjourned: 7:10 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, August 18, 2022.

Next Board Meeting: Thursday, August 25, 2022, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein