

Blue Hill Co-op Board Meeting
June 23, 2022, Blue Hill Co-op Café

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

Absent Board Member(s): Diane Bianco, Anne Gilchrist

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 6:02 PM.

Approval of Agenda

Jen moved to approve the agenda with additional items regarding bylaw changes and the annual meeting save-the-date. Jenny seconded the motion. The motion unanimously carries.

Open Owner Time

Deborah commented that in recent visits to the Co-op she has noticed a full parking lot but few people in the store. In response to her inquiries staff have stated that this is likely due to people using the walking trails. She expressed concern about parking in July and August. Directors noted that the walkers may also be shopping at the Co-op.

Jen commented that she has had difficulty reaching a person when calling the Co-op recently. Kevin responded that he intends to streamline the phone message directory.

Approval of Minutes

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

Jenny moved to approve the May 26, 2022 Executive Session Minutes with no changes. Jo seconded the motion. The motion unanimously carries.

Annual Meeting Save-the-Date – Deborah emailed her suggested save-the-date text to the board for review. She encouraged the board to mark their calendars and be ready to answer owner inquiries. She requested that directors email their feedback by Friday. Deborah and Jo will finalize text for submission to Kevin on Monday.

GM Monitoring

B5 Treatment of Customers – Kevin took questions regarding the report and commented that he is looking into a customer feedback program from NCG. Jo asked how customers identify the customer service desk and commented that lack of clear markings may be hindering questions from shoppers. Kevin responded that there is no official customer service department. Jo also asked how shoppers are made aware of comment cards. Kevin responded that cards are by the door and customers are directed to them. Jo commented that lighting and cleanliness in the store

are excellent! Jerome noted that wine and cheese are down. Kevin responded that it may be due to people cooking, eating, and drinking at home last year as restaurants were slow to open. Jerome inquired about Café staffing and Kevin reported that it has been up and down.

Investors are offering feedback and congratulations regarding redemptions. Jen inquired about donations. Kevin responded that several investors have requested to convert their investments to donations. He commented that a few have been unable to find their certificate, but he has created an email and paper trail to compensate. Investors express feeling a deep connection with the Co-op.

Jen commented that visuals and graphs from NCG were helpful and accessible and suggested using a similar model in the finance committee in the future. Deborah appreciated seeing where Blue Hill Co-op sits within the larger picture of co-ops. Tim highlighted the incongruity between the Co-op's thriving functional operations and the challenging finances related to owning the store. The board inquired regarding NCG's employee assistance program, EAP. Kevin responded that while it is not currently available to Co-op employees, he will look into it. Kevin noted that the trailing debt service is down \$40,000 since December. **Jen moved to approve the B5 GM report. Tim seconded the motion. The motion unanimously carries.**

Board Monitoring

C5 Director's Code of Conduct – Tim presented his report on policy C5. He assessed that the board is in compliance with C5 and does not seek to have direct say over the management of the Co-op. He noted that the Code of Conduct form states it must be completed annually, whereas policy C5 does not. **Tim proposed that the line requiring annual completion should be struck from the form. Deborah seconded the motion. The motion carries.** Discussion ensued regarding the definition of a conflict of interest in relationships. The board suggested adding an annual check-in to the calendar reminding the board to report conflicts of interest. Tim suggested changing "he/she" language to "they," and that 2e, regarding a director who is an employee, should be removed as the position is extinct. **Jo moved to approved C5 as in compliance. Jenny seconded the motion. The motion unanimously carries.**

Bylaw Changes – Jo recirculated communication from last August regarding bylaw changes. She requested feedback from Kevin regarding altering language. Kevin responded that some owners have been flagged for inactivity as they are returning to the Co-op post-Covid, and that the definition of the period of inactivity in the bylaws is vague. He stated that other Co-ops have a clearly defined period of inactivity before an owner is flagged for inactivity. Flagging also occurs if the owner has not paid equity. Jennifer Coolidge has disabled flagging for inactivity to avoid shopper and administrative stress in check-out. The board agreed with the current suspension of flagging. Discussion ensued and the board proposed defining owners inactive after 3 years, bylaw 2.3, and terminated after 5 years, bylaw 2.7. Jo will amend the bylaws. It was noted that bylaw 2.8 should be checked against the policy regarding equity. Jen will locate policy and send language to Jo regarding limitations on returning equity. Deborah highlighted that the term "owner" is used interchangeably with "member-owner" in the bylaws and should be changed to "owner" exclusively. Jo will rework language for bylaw changes and place in comparison format for next meeting.

Agenda

GM Report

Finance Committee

C-6 Officer's Roles – Aaron

Board of Director's Handbook - Jo

Meeting Evaluation: The sun is still up! Effective!

Meeting Adjourned: 7:17 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, July 21, 2022.

Next Board Meeting: Thursday, July 28, 2022, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein