

Blue Hill Co-op Board Meeting

March 25, 2021, via Google Meet

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

Absent Board Member(s): No absent board members.

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

Julia Klein, minute taker

Diane Bianco, meeting facilitator, timekeeper

Jerome Lawther, task and decisions

Open Owner Time: Jo, speaking as an owner, raised a question about the process for vetting products sold in the Co-op and requested future discussion of product vetting policy. Kevin and the board clarified that this is an operational issue not typically discussed or decided by the board. Deborah suggested a discussion of transparency of practices of local farms as their products are considered for the Co-op. Directors will discuss product vetting policy with Kevin.

Approval of Minutes: **Susan moved to approve the February 25, 2021 board meeting minutes. Jen seconded the motion. The motion unanimously carries.** The board discussed the process for editing the minutes in Google drive. Jerome, Kevin, and Julia will review permissions settings to protect the minutes from edits without approval. Process for recording board decisions was discussed and clarified.

Board of Director Seats: Deborah explained that the April 2019 decision to expand the board from 9 seats to 11 seats, 10 to 12 including the staff seat, was not codified by a formal vote. A decision is needed before beginning the 2021 election process. Mia Strong provided a history of board decisions regarding open seats, noting the board's decision not to add new directors during the relocation process. Prior to relocation, the Development Committee requested a decision from the board each year on the number of seats to open for election. The decision was based on the directors' assessment of board function in a given year. She noted that the number of open seats should be a formal decision which guides solicitation of nominees. Lengthy discussion ensued. Mia clarified that the decision to fill vacated board seats should be considered separately. The process for owners to collect signatures and appear on the ballot was clarified and bylaw 4.3 was consulted. **Jo moved to affirm that the board will maintain 12 seats in the 2021 election cycle. Jerome seconded the motion. The motion unanimously carries.** The Board Development Committee will seek 2 nominees. Mia will meet with Jo and Deborah to share a historical perspective on the Co-op's board development and elections. The board will discuss vacant seats and personnel in executive session. The board thanked Mia for her assistance!

GM Monitoring: GM Monitoring Report - B3 Asset Protection: Kevin took questions from the board regarding his monitoring report. He highlighted a change in bank accounts to ensure that all of the Co-op's funds are backed by the FDIC. Funds in the money market account were moved to a new money market account with ample FDIC coverage. **Jen moved to accept the GM monitoring report as in compliance. Jerome seconded the motion. The motion unanimously carries.** Susan inquired regarding the POS lease total which Kevin is considering paying off. Kevin and Cheryl responded that \$41,000 is owed.

Kevin reported that he revised the 2021 budget, changing projected sales growth from 15% to 32%. A recent webinar Kevin attended recommended that GMs review budgets quarterly this year in light of unpredictability created by the COVID situation. Kevin noted that the revised budget improves performance projections significantly. This will help with the GM review process which assesses budget versus actual performance. Kevin reported that March is showing a 20% growth rate over last year. He noted that measuring against March 2020 is difficult because the Co-op saw a 90% sales increase due to COVID-related buying.

Finance Committee: Tim acknowledged Kevin's budget revision in light of the upcoming GM performance review. He went on to explain this month's financial documents. Susan suggested that the Finance Committee discuss a cap on GM spending without board approval. Tim will add a spending cap discussion to the Finance Committee agenda. Kevin and Susan reviewed minutes and documents and found no limits documented in the past. Kevin will consult with other GMs in the NCG forum for suggestions.

Board Monitoring

C2 – The Board's Job: Aaron presented his report and stated his assessment that the board is in compliance with C2. **Susan moved to approve the C2 monitoring report as in compliance. Jen seconded the motion. The motion unanimously carries.**

Annual Meeting Date: The board discussed moving the Annual Meeting from November to an earlier date making reporting on the prior year more effective and timelier. Discussion ensued. It was suggested that the 2021 Annual Meeting be held in September with plans to move to a May meeting in 2022. **Deborah moved to hold the Annual Meeting on Thursday, September 23, 2021 with the monthly board meeting to follow. Tim seconded the motion. The motion unanimously carries.** Diane and Susan will begin preparations for hosting the meeting at the Co-op Café.

Communication with Owners: Kevin raised a question regarding a recent email exchange with a disgruntled owner. Several emails were sent to the board. Kevin suggested that in the future, the board could thank owners for reaching out but direct them to Kevin with operational concerns. **Jerome will respond to emails as board secretary.**

Calendars: Kevin noted that he and Susan have reviewed and adjusted both the GM Monthly Monitoring Table and the Board Calendar. He explained the changes and directed the board to find the updated documents in Google Drive. He highlighted that planning and budgeting were moved to September in preparation for the new year, and that ends reporting was moved to February to report retroactively on the prior year.

Agenda:

GM Report

Annual Meeting Preparation.

C3 - Agenda Planning - Jerome

Meeting Evaluation: Spirited!

Executive Session: Vacant board seat.

Due Date for the Board Packet: Items for the Board Packet will be due on Monday, April 12, 2021.

Next Board Meeting: Thursday, April 22, 2021, 6:30-8:30PM, via Google Meet.

Minutes respectfully submitted by Julia Klein