

**Blue Hill Co-op Board Meeting**  
November 18, 2021, Blue Hill Co-op Cafe

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

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

Open Owner Time: No owners present.

Approval of Minutes: **Jo moved to approve the October 18, 2021, Board Meeting Minutes with minor edits. Deborah seconded the motion. The motion unanimously carries.**

GM Monitoring:

B7 - Communication to the Board - Kevin determined that he is in compliance with policy B7.

**Jerome moved to accept B7 as in compliance. Diane seconded the motion. The motion**

**unanimously carries.** Jerome will check Kevin's monitoring calendar for the B8 and B9 reporting schedule. Jen will review the board calendar with Jerome and Kevin and prepare the 2022 calendar. Board members will review and update their bios and get back to Jen. Kipp will post updated bios on the website.

Finance Committee – Tim reported that the committee discussed a suggestion from owners to accept donations toward paying down the commercial debt. Kevin reworked a sample solicitation letter submitted by an owner to reflect the usual tone of Co-op communications. The letter will be circulated for the Giving Tuesday donation. Discussion ensued regarding whether a board decision is needed. The board determined that due to the Finance Committee's careful consideration of the matter, solicitations may begin.

CEI and CFNE are working through their approval processes and the refinances should consummate as expected before the end of the year. Kevin shared that CEI and CFNE committees have been unanimously approving the proceedings. CEI's final meeting is expected on the 29<sup>th</sup>.

Tim submitted the 2022 board budget draft to the drive. He noted increases to the annual meeting and elections line, as well as insurance and legal lines. He reworked the director's discount line based on the current number of directors and discount structure. The adjustments resulted in a net decrease from \$34,000 to \$32,300. Jen suggested a review of the board discount as planned when it was reduced. The board will review the discount at the December meeting. Directors will review the draft Board Budget for approval next month. Kevin will proceed with drafting the Co-op budget based on the draft Board Budget. Jen asked whether electronic voting is expected to reduce elections mailing expenses. Deborah and Jo responded that electronic voting will be

introduced in 2022 with a full mailing. The following year's balloting will be planned based on responses. Paper ballots by request only will be the goal.

### Board Monitoring

D2 Accountability of the GM/Review of Ends Statement – Diane determined that the board is in compliance with policy D2 and the Ends Statement. **Jen moved to accept Diane's reports as in compliance. Cheryl seconded the motion. The motion unanimously carries.** Diane commented that it is great to see new faces among the Co-op staff. Kevin will provide an end of year Ends Report for the fiscal year.

GM Compensation Committee Report – Diane and Jerome met to initiate the GM Compensation RFP process. Kevin will forward a sample RFP for GM Performance to the committee. The committee invited feedback from the board. The committee will meet in December to produce the RFP by the end of the year.

Election Committee Report – Deborah circulated a graph showing the duration of director terms. She suggested balancing the 9 director terms to expire 3 per year, minimizing change. She will upload the graph to Google drive. Jo and Deborah are developing a plan for the adjustments.

Strategic Leadership Committee – Jerome reported that the committee is in communication with Weavers Way Co-op in Philadelphia about using their strategic plan as a model for the Blue Hill Co-op. The committee is also in touch with Columinate on the development of a plan. Jen asked whether contact has been made with the owners interested in serving on the committee. Jerome responded that both owners had shown interest in creating a plastic task force. Jenny will reach out about meeting to make plans and will consult Kevin regarding realistic action steps.

Meeting Times – Jo proposed changing the board meeting start time to 6:00 PM rather than 6:30 and ending by 7:30 for a 1.5-hour meeting. Discussion ensued. **Jo moved to change board meetings to begin at 6:00PM. Diane seconded the motion. The motion unanimously carries.** Starting time will be revisited in May with the return of the sun. Jerome will plan the agenda to end at 7:30. The board will discuss the decision to extend meetings as needed.

December Board Meeting: The board agreed to meet on December 16, 2021, to avoid the holiday.

### Agenda:

GM Report  
Finance Committee  
Board Budget Approval  
Board Discount Review  
GM Compensation Committee Report

Meeting Evaluation: Short and sweet!

Due Date for the Board Packet: Items for the Board Packet will be due on Monday, December 6, 2021.

Next Board Meeting: Thursday, December 16, 2021, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein