

Blue Hill Co-op Board Meeting
October 27, 2022, Blue Hill Co-op Café

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

Absent Board Member(s): Tim Tunney

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 6:00 PM.

Approval of Agenda

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

Open Owner Time

Aaron commented that Jennifer Coolidge recently brought to his attention how well the Café seating space is being used and enjoyed by the community.

Jo noted that the store Comments Box is not well marked, and the cards are lost in a pile of papers. Kevin will make the box user-friendly.

Approval of Minutes

Jenny moved to approve the Annual Meeting and September 22, 2022 Board Meeting Minutes with a minor edit. Deborah seconded the motion. The motion unanimously carries.

Anne moved to approve a date correction to the July 28, 2022 Board Meeting Minutes. Aaron seconded the motion. The motion unanimously carries. Jen will correct the date and forward the minutes to Kipp for reposting.

Election Results

Jo presented election results reporting that 485 owners cast ballots, with 278 electronic votes and 182 paper ballots. Discussion ensued regarding the transition away from paper ballots. Jo shared a plan to notify owners via postcards to call the Co-op for a paper ballot or pick up at the store. Directions to request a paper ballot will be posted prominently throughout the store. Discussion turned to confusing elements of the voting software.

Deborah noted that among 2,475 qualified voters 179 emails were returned as invalid.

Discussion ensued regarding updating the email list. Aaron will work with Jo to compile recommendations for improving online voting next year. Jo will formulate election results and forward to Kipp for posting online.

Jo commented that while the bylaws passed overwhelmingly, some voted against the two new bylaws and included written comments on their ballots. Concerns were raised regarding abandoned equity and refunding equity if it would result in a net decrease. While the bylaw language was taken from policy and approved by the lawyer, discussion ensued regarding whether to adjust language before accepting the vote. The board agreed to revisit the two bylaws next year. Jen and Jo will update the bylaws as voted and include amendment dates. The board thanked the Development Committee for their work. **Aaron moved to accept the election results as presented. Jen seconded the motion. The motion unanimously carries.** The board welcomed Annie. Jerome will mentor Anne and Annie through orientation to the board and Google drive.

Election of Officers

Deborah nominated Jerome for president. Aaron nominated Tim for treasurer. Jo nominated Aaron for vice president. Jerome nominated Jen for secretary. **Deborah moved to elect the slate of officers as nominated. Jenny seconded the motion. The motion unanimously carries.** Jo noted that she will not be available to serve as an officer while on the Board Development Committee.

Conflict of Interest Forms

Jen opened the floor for directors to disclose new conflicts of interest and update their COI forms. No conflicts were noted. Jen will forward a COI form to Annie Silver to sign and submit.

GM Compensation RFP

The GM Compensation RFP has been sent. Jen will update the GM Monitoring Table for the GM evaluation. Jerome will review the timeline for the GM Compensation and Evaluation and check the Annual GM Monitoring Calendar. Jerome, Anne, and Jenny will form the GM Compensation Committee and draft a charter. Jen noted that the BOD folder contains last year's information.

Finance Committee

Aaron requested an update on the schedule for paying back investments. Kevin responded that a draft of the Preferred Share Schedule is in the Finance Committee Folder. He continued that he is in the process of redeeming principal investments from 2020 and 2021 and has not determined if payment of dividends will be possible this year. Once the financial review is complete, the Finance Committee will make a recommendation to the board regarding payment of dividends. Deborah noted that expenses for Simply Voting, printing, postage, the pianist, and piano tuning should be included in the Board Budget. Jenny will request an invoice from Edie Dunham. Jerome will request a Board Budget draft from Tim including expenses listed.

Board Monitoring

D1 Unity of Control – Jen presented her report on D1. She noted her assessment that the board is in compliance and gave supporting examples. **Jo moved to accept policy D1 as in compliance. Anne seconded the motion. The motion unanimously carries.**

GM Monitoring

B1 Financial Conditions – Q3 Kevin reported 2.7% growth in the third quarter. This is down from enormous growth last year, though net income is higher. Due to solid performance, Kevin was able to pay

down debt shifting metrics favorably. However, he noted that September saw an abnormal dip in sales after Labor Day. Shoppers appear to be price conscious due to inflation in grocery; redemption of coupons increased sharply. Sales have risen in October and the net result of Q3 is good. Kevin commented that 50% of Co-op Owners are fully vested. Deborah suggested posting an ownership advertisement at the cash register for non-owner shoppers. It was noted that this year's owner equity is around \$30,000 compared to \$20,000 predicted in the pro forma.

Aaron inquired regarding staff changes in the Café. Kevin responded that student employees have left resulting in reduced open hours. However, he has received several applications and is hoping for longer open hours with new hires next week. He shared that the Café is the bread and butter of the Co-op. He hopes to open for dinner and to produce more for grab and go, which is always empty at the end of the day. Discussion turned to Café advertising once capacity is increased and stable. Kevin reported compliance with B1. **Jen moved to accept the GM B1 Monitoring Report as in compliance. Aaron seconded the motion. The motion unanimously carries.** Board feedback on the report was discussed.

Strategic Planning Committee – Kevin presented a chart of his strategic plan for 2022-2027 modeled from seminars this summer. He invited feedback from the board. The chart does not require approval from the board but will be used as a guiding document for the GM. The board expressed appreciation for the chart.

Agenda

GM Reports - B2 Planning and Budgeting, B7 Communications to the Board

D2 Accountability of GM - Jenny

Board Policy Changes - Jen/Whole Board Breakout Session

Board Budget

Review of Ends Statement

Meeting Evaluation: Celebratory! Lots of tasks!

Meeting Adjourned: 7:33 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, November 24, 2022.

Next Board Meeting: Thursday, December 1, 2022, 6:00-7:30 PM, Blue Hill Co-op, Café. The December meeting, tentatively scheduled for Thursday, December 29, will be decided and canceled, if possible, at the next meeting.

Minutes respectfully submitted by Julia Klein