

## **Blue Hill Co-op Board Meeting**

April 24, 2012 Blue Hill Public Library, Howard Room

Board Members Attending: Mia Strong, Richard Paget, Keith Herklotz, Laura Livingston, Allison Watters, Jerome Lawther, Jim Picariello, Chris Ramsay

Absent Board Member(s): No absent Directors

Others Attending: Mark Deeny (General Manager), Julia Klein (minute taker), John Miller, Bruce Stahnke, and Tim Seabrook (Relocation Committee Members), Henrietta Clews (Policy Review Committee), Becky Wentworth (Owner), Juni Charlton (Owner), Deborah Evans (Owner), Bonnie Preston (Owner), Dan Brown (Owner)

Julia Klein, minute taker

Jerome Lawther, task and decision keeper

Mia Strong, meeting facilitator, time keeper

Approval of March Minutes: **The March 20, 2012 Minutes were approved with no changes.**

Consent Agenda: **The Board accepted the GM Report.**

Time Open to Owners:

- Deborah Evans addressed the Board requesting that the Co-op consider working with the Local Food Ordinance group to publicly support the freedom of farmers in communities who have adopted the Ordinance. She alerted the Board to a recent threat to this freedom, sharing public records that Kevin Poland has been reporting local farms to the state, many of whom sell to the Co-op, on issues which he views as illegal. This is against the Ordinance. She requested that the Co-op consider making this information public.

- Dan Brown expressed his displeasure with selling products in competition with Kevin Poland at the Co-op and asked that the Co-op consider removing Kevin's products.

- Becky Wentworth countered Dan's request stating that she is uncomfortable with making the Co-op an adjudicator in the issue. She believes that the market will adjudicate.

- Though the Owners did not come representing an organization, all agreed with the request to open dialog and partnership between Local Food Rules and the Co-op to help ensure the freedom of local farmers in future. The Board suggested that LFR develop a list of specific requests for the Board.

Relocation Committee: The Board discussed next steps for the relocation process. Relocation Committee members attended to take questions from the Board. Bruce Stahnke reminded the Directors to keep their eyes on overall goals for the Co-op rather than exclusively on building. Mark recommended meeting with the owners early in the process to keep them involved in decision-making. Mia recommended calling in a consultant regarding the next step. **A proposal was made and approved to suspend the Relocation Committee until their next tasks are determined by the Board. The**

**Board will determine next steps in executive session.** Keith will call Gary Friedmann regarding the pause.

Resignation: John Miller officially resigned from the Relocation and Finance Committees via email.

**CCMA: Mia proposed and the Board approved sending her to the CCMA conference in June. The budgeted conference allocation was increased by \$500 to total \$1500.**

Committee Reports:

Policy Review Committee – Henrietta Clews presented the finished work of the Committee beginning with a brief overview. She reviewed the document “Where Policy Went,” explaining that many policies were relocated to the Board Handbook and Appendices or discarded. Lawyer Sally Mills had instructed the Committee that many policies were unnecessary. Three policies now exist; Conflict of Interest Policy, Mission Statement, and Committees Policy. The Board was asked to consider including a Food Buying Policy. Henrietta explained the Appendices, which include the Financial Dashboard, GM Job Description, and Committee Charter Form, and highlighted the Conflict of Interest form which will be signed yearly in October by the Directors. The Committee recommended that the Board: adopt the Handbook, the C.O.I policy, and Board Committee Policy; review the Food Buying Policy; and accept the modified Committee Charter. **The Board decided to review the policy changes, the GM Job Description, and the modifications to the Charter Form and move for approval at the May meeting.** Mia recommended the book Governance as Leadership to the Board. The Board expressed their sincere appreciation to the Committee for an immense job done well.

Finance Committee – Keith reported that he has been working on the Financial Dashboard with Mark working on definitions. The Dashboard will appear in the May GM report. The Committee took questions. Mark will forward the QuickBooks category changes to Mia who will include them in the budget. Regarding the Treasurer search, Jerome will contact John Murphy and Allison will contact Charlie Hatfield about joining the Finance Committee and Board.

Membership Committee – Jim reported that the Committee met with Isla Miller who helped to refocus their purpose. She recommended that building the Owner base should begin by communicating with and satisfying existing Owners, making them the primary sales people to draw new Owners. Mark seconded Isla’s recommendation and noted that he is fearful of setting numerical goals as many Owners have expressed discomfort with disclosing the number of people in their households. Isla also recommended working to bring focus to the Mission Statement. Chris requested that the Committee develop meaningful talking points about Ownership to be used by Staff when talking with customers. She also requested that Directors use their Owner card at the register as it is a big time saver. Jerome requested talking points for Board recruitment. Jim agreed to write talking points for both Staff and Directors at the next Committee meeting.

Local Food Rules: Dan Brown of Local Food Rules requested time to dialog with the Co-op Board at the next meeting. Jim instructed the group to request specific actions from the Co-op. **After Board discussion, a proposal was made and approved that Local Food Rules should submit their proposal over email for the Board packet. The Board will deliberate over email as to where the proposal fits in May's agenda.** Laura will talk with LFR and invite their proposal.

Agenda for Next Meeting:

Isla Miller - Mission Statement (Jim will invite Isla to meeting via email)

Local Food Rules(?)

Set Annual Meeting Date (email candidate deadline, seats open, directors rerunning. Allison will email about terms)

Policy Review Committee - Approval

Board Budget

Executive Session - GM Evaluation, Relocation Committee Leadership Discussion - Committee Chair Resolution, Next Steps

Notes: Think about topics for Executive Session; bring in consultant and numbers (Mia will contact Maine Co-op Development, Mark will contact NCGA)

Meeting Evaluation: It was a full meeting and all were tired.

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday May 5, 2012.

Next Meeting: May 15, 2012 6:00 - 9:00 PM Blue Hill Public Library, Howard Room

Minutes respectfully submitted by Julia Klein