

Blue Hill Co-op Board Meeting
April 12, 2016 Blue Hill Co-op Cafe

Board Members Attending: Jim Picariello, Mia Strong, Aaron Dority, Susan Snider, Edie Dunham

Absent Board Member(s): Diane Bianco, Shawn Fowler (Staff Position), Jerome Lawther

Others Attending: Mark Deeny (General Manager), Julia Klein (Minute Taker), Beth Dickens (Staff)

Julia Klein, minute taker

Mia Strong, task and decision keeper

Jim Picariello, meeting facilitator, time keeper

Approval of Minutes: **Susan moved and Edie seconded the approval of the March 22, 2016 Minutes with a minor correction.**

Time Open to Owners: No owners were present.

Board Process

Relocation Update: Aaron shared notes from Tom on the business plan, SEC filing and pro forma details. He reported that 400 members have become fully vested in response to the member equity drive. Susan commented on the recent abutters meeting. The Board will approve the business plan over email.

Board Communications Guidelines: The Board discussed procedure for streamlining Board email and approval over email. Guidelines agreed upon are as follows:

- Reply all for discussions only.
- No unnecessary comments.
- Clarifying questions go to the sender, who may clarify with Board if needed.
- The President will communicate with the GM and PM. Requests for the GM or PM go through Jim.
- No Board members communicate with subcontractors or staff.

Bylaws: Bylaw changes for the upcoming membership vote were discussed. Mia highlighted sections for the Board to review and approve. Mia will finalize revisions. Removal of term limits was discussed in detail with a focus on how to communicate the change to the membership. **Edie moved and Susan seconded that bylaw changes should be presented to the membership in the upcoming election.** A suggestion was offered to stagger terms such that one third of the Directors turn over at a time.

Board Compensation: Mark asked that the Board consider changing the 25% Director discount to 20% since the POS will not allow that level of discount on local produce, milk etc. as the price would be lowered below cost. After consideration the Board tabled the discussion until next meeting allowing all Directors to weigh in.

GM Report: Mark reported on recent activities and movies hosted by the Co-op and groups the Co-op has donated to. He reported that minute taking situation has been resolved by hiring Julia Klein as a Co-op employee. The lobster picnic will be held on Wednesday August 24th. Mark received back the amendment from last year's elections articles. The new GM's apartment deposit is being finalized. The Blue Hill Library Howard room will be reserved for Board meetings in June, July and August as the café will be busy. The Board will decide later whether to hold an August meeting. Mark reported that sales are good and shared details. Beth reported on her work with Hannah on Marketing and activities.

Patronage Refund: Mark reported that he is undecided when to send out the patronage refund but would like the 90 day usable period to be in June, July and August. The Board discussed Mark's manual for the new GM with him and offered suggestions.

Lease: The Co-op's lease will be up on July 1, 2016. The landlord is open to a year by year arrangement.

Policy Governance: The Board created an ad hoc committee to reinstate policy governance including Mia, Edie, Susan and possibly Jerome. Mia will send out ends with the goal of implementing PG in June.

Executive Session: Staff

Agenda for Next Meeting:

Business Plan

SEC Filing

Relocation

Election

Lease

Policy Governance Report

Board Compensation Decision

Notes: Jim will welcome the new GM who will start work on May 4. Mark's official last day is May 7th but he is flexible.

Meeting Evaluation: Speedy!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday May 7, 2016.

Next Meeting: Tuesday May, 17 2016, 6:30- 9:00 PM Blue Hill Co-op Cafe.

Minutes respectfully submitted by Julia Klein