

Blue Hill Co-op Board Meeting
August 18, 2016 Blue Hill Library Bass Room

Board Members Attending: Jim Picariello, Diane Bianco, Mia Strong, Aaron Dority, Susan Snider, Jerome Lawther, Tim Tunney, Deborah Evans

Absent Board Member(s): Amber Cochran (Staff Position), Edie Dunham,

Others Attending: Wynston Estis (General Manager), Julia Klein (Minute Taker)

Julia Klein, minute taker

Jerome Lawther, task and decision keeper

Mia Strong, meeting facilitator, time keeper

Approval of Minutes: **Mia moved to approve the July 19, 2016 board meeting Minutes and the June 21, 2016 Executive Session Minutes with the addition that Edie took the minutes. Susan seconded the motion. The motion unanimously carries.** Mia will make the correction.

Time Open to Owners: Jerome spoke on behalf of Nancy Hathaway requesting that sugar-free muffins return.

IGM Monitoring:

July and August - Wynston joyously announced that the Co-op is ready to begin receiving preferred share offerings as of August 16th! She asked for board input regarding when to begin publicity. "ASAP!" was the board's response. Wynston then gave the GM report and took questions. Susan asked about reduced management and how wages were affected. Discussion ensued regarding increases and staffing details. Wynston addressed increases caused by wage changes Mark made and explained front end management changes to improve customer service. Wynston explained alternative healthcare options she is exploring. She is working on managing costs associated with accruing paid time off and looking into ways to boost customer traffic in September and October. She mentioned that the Co-op is adjusting billing and accounts payable such that they are taking advantage of terms rather than paying immediately upon receipt. Jim suggested painting the IN sign green and the OUT sign red.

Relocation – Pro forma Income Statement- The board analyzed the income statement and asked questions. Wynston explained that the Co-op is trying for 2 million in donations but also ran the numbers for 1 and 1.5 million. The board loved the Financial Addendum packet! Wynston explained that Tom is talking with Eastern Maine Development Corporation regarding a potential fundraising relationship. The board asked questions and expressed caution as similar arrangements have already been considered and found faulty. The board brainstormed key questions to ask and affirmed that they would be approving the MOU prior to an agreement.

The board discussed a media plan for pushing press releases regarding the commencement of fundraising as far as possible. WERU and broader news sources were mentioned. Discussion turned to connecting with potential investors via letters to those who expressed interest. **Mia moved that the board accept Wynston's monitoring**

reports. Jim seconded the motion. The motion unanimously stands. Deborah suggested making bulk preordering available online.

Board Monitoring:

C5 – Director’s Code of Conduct – Mia led review of the Director’s Code of Conduct and presented suggestions from Jade. The board suggested the following changes:

N - Change from 2/3 majority vote to a simple majority vote.

F - Clarify that a director who intends to apply for the GM position must first resign from the board.

G – **There was consensus to table G.** The board discussed the purpose of the staff board position. Wynston suggested asking staff how they feel about the position. The policy can be rewritten next year if there is no interest in it. The board highlighted the fact that a staff director may not speak of their own thoughts to other staff but must simply repeat explicit board decisions while being open about having no authority in operations.

L- Clarity regarding board meeting attendance was discussed.

Mia moved that the Board is in compliance with policy C5 pending agreed upon changes. Jim seconded the motion. The motion unanimously carries.

C6 – Officers’ Roles – The board discussed roles. Tim mentioned that as treasurer he needs the Board Budget.

K – **There was consensus to table K until Wynston consults other organizations and Maine state law regarding the treasurer’s responsibilities.** Need for clarification was identified and the articles of incorporation were consulted. Lengthy discussion ensued.

Mia moved that the Board is in compliance with policy C6. Jim seconded the motion. The motion was unanimously approved.

GM Search Update: Mia briefed the board on the current GM search timeframe. Recent online ads have yielded 8 applications and interviews are underway. One applicant is promising but has a high salary request. The board discussed the search progress and salary negotiations. Mia will send out committee meeting minutes. She affirmed the Committee’s plan to hire the GM ASAP.

Bank Account Management: **Jerome moved to approve the letter authorizing Wynston to manage the Co-op’s bank accounts. Aaron seconded the motion. The motion unanimously carries.**

Executive Session: Personnel

Agenda for Next Meeting:

GM Monitoring reports

Ends - Jade will send

Board Monitoring

Meeting Evaluation: Good job Mia!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday September 10, 2016.

Next Meeting: Tuesday September 20, 2016 6:30- 9:00 PM Blue Hill Co-op Cafe.

Minutes respectfully submitted by Julia Klein