

Blue Hill Co-op Board Meeting
February 23, 2016 Blue Hill Co-op Cafe

Board Members Attending: Jim Picariello, Shawn Fowler (Staff Position), Diane Bianco, Mia Strong, Susan Snider

Absent Board Member(s): Aaron Dority, Jerome Lawther, Edie Dunham

Others Attending: Mark Deeny (General Manager), Julia Klein (Minute Taker), Allison Watters (Board Development Committee Chair) Tom Reeve (Project Manager)

Julia Klein, minute taker

Mia Strong, task and decision keeper

Jim Picariello, meeting facilitator, time keeper

Approval of Minutes: **The January 19, 2016 Minutes were approved with no changes.**

Time Open to Owners: No owners were present.

Board Process

Board Development Committee: Allison Watters announced that she will be leaving the Committee and passing her duties to Edie. She suggested recruiting more members for the Committee which completes most of its work in Jan and February. Five people are interested in Board candidacy and will apply. Allison presented a spreadsheet categorizing people according to levels of interest. Allison reviewed names and backgrounds and requested the Board's support and directives for which individuals the Committee should pursue. Allison recommended that the Board reach out to desired candidates personally. Only one has financial background. Diana and Susan will encourage Catherine Princell. Applications must be in by the first Friday in March. The Board vetted the list and asked Allison to contact 4 people to encourage them to apply. Discussion will be continued at the March meeting.

Relocation Update: Tom gave an update on relocation stating that work has been focused on the business plan. The first draft of the pro forma is in from Bill Gessner and shows a dip into the negatives on year 5. Tom experimented with putting more money in (first year sales?) into the pro forma. Board discussed the higher expenses. Tom stated that grants are not likely to come through as the Co-op is not a non-profit.

CFNE expressed desire to take on the project. CEI organizations are willing to offer the Co-op loans and are flexible with payback. It is possible to do multiple member equity drives throughout the project. Mark stated the need for concrete number goals to gauge the level of support for the project through fundraising. Mark presented the Draft Board Resolution and answered questions about the SEC filing. Terms and resolution need to be approved next meeting. Tom requested that the Board review the business plan. The March Board meeting will be held on March 22nd.

Bylaw Change: The Board discussed needed bylaw changes for the upcoming election ballot. Tom pointed out that the bylaws cannot state that the Co-op is "non-profit".

Dissolution of term limits was discussed. Mia expressed concern that without limits the Board could get “stuck” with a difficult director long-term. Jim countered that a strong board can eliminate a bad member. Bylaws, 1.2, 2.1, 3.4, 5.5, and 5.6 among others were mentioned for revision. Patronage dividend should be called “refund” in the bylaws. Discussion will continue next meeting. Susan brought up Director Compensation. Jim proposed a 20% discount for directors and Tom suggested 25%. Tom recommend considering compensation for Board Members starting the first successful year after relocation. A decision will be reached at the March meeting.

GM Report: Mark gave the GM report. He mentioned that the Co-op is organizing a few more events and that GM candidate meet and great event details have been advertised. Dividend numbers are being finalized. Mark followed through with employee compensation changes discussed last month. Changes will be discussed publicly in a newspaper article highlighting that fact that starting pay for a full-time employee is now \$3 more per hour when the health insurance benefit is included. Mark may bring a revised budget to the Board reflecting changes. Mark explained the recent unemployment audit which cracked down on how the Co-op handles independent contractors. Sales were up in January and February. Mark will be taking a group to the Portland and Belfast Co-ops to observe the operations. Patronage Dividend must be decided before next meeting.

Staff Letter: Shawn read a letter from anonymous staff requesting that all employees including those on salary use the timecard system. Mark gave background and reviewed laws on salaried employees. Mia cautioned against relying on one or two opinions of another person’s work and efficiency. Jim requested that the employees be reminded that this is not the Board’s jurisdiction.

Board Training and Priorities: The Board voiced consensus on the importance of more training. Jim reviewed the survey. Jade Barker has recommended that the Board adopt policy governance and will offer a policy governance training blitz for \$2600. **Jim proposed and the Board approved finding a date to hold the Policy Governance training.** Jim asked whether any other training that should be considered.

Discussion

GM Search Committee: GM candidate Robin(?) will be coming in on Friday. The Board finalized travel, meet and great and dinner arrangements. Susan will forward Robin’s schedule to the Board.

Mark brought to the Board’s attention that he will have fulfilled his notice by the end of February and will help as long as possible but may need to move on. Jim recommended that Mark focus on list making and documentation of all aspects of his work in preparation for the new GM.

Agenda for Next Meeting:

Relocation – SCE Filing Terms and Resolutions
Board Development
Bylaw Changes – Director Compensation/Discount
Business Plan

New GM
Board Training Dates
Patronage Dividend.
GM Search

Meeting Evaluation: Fantastic! Rocked!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday
March 12, 2016.

Next Meeting: Tuesday March 22, 2016 6:30- 9:00 PM Blue Hill Co-op Cafe.

Minutes respectfully submitted by Julia Klein