

**Blue Hill Co-op Board Meeting**  
January 17, 2017 Blue Hill Co-op Cafe

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

Absent Board Member(s): unfilled (Staff Position), Aaron Dority

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Matthew McKillip (Marsh River Co-op, Brookes, ME)

Julia Klein, minute taker

Jerome Lawther, task and decision keeper

Mia Strong, meeting facilitator, time keeper

Approval of Minutes: **Susan moved to approve the December 20, 2016 Board Meeting minutes. Edie seconded the motion. The motion unanimously carries.**

**Tim moved to approve the October 17, 2017 Executive Session minutes. Edie seconded the motion. The motion unanimously carries.**

**Tim moved to approve the November 15, 2017 Executive Session minutes. Edie seconded the motion. The motion unanimously carries.**

**Time Open to Owners:** Matthew McKillip introduced himself to the Board and shared that he is the GM of the year-old Marsh River Co-op in Brooks and a member of the Belfast Co-op. He is currently attending other Co-op's board meetings for education.

**Board Process**

GM Monitoring:

B Global Executive Constraint – Jerome moved to accept and approve Kevin's report. Jim seconded the motion. The motion unanimously carries.

B8 Board Logistical Support - Jerome moved to accept and approve Kevin's report. Jim seconded the motion. The motion unanimously carries.

Store Budget: Kevin circulated his report and took questions from the Board. He will look into board postings in the store and online. Susan update online minute as they are months behind. Susan will work with Kevin to transfer Board documents into a cloud account. Tim suggested advertising open owner time at board meetings to the public during relocation to encourage attendance. Free tea and coffee could be as a welcoming gesture. Mia reiterated that open owner time is not about starting a conversation but hearing what owners have to say.

Relocation Update: Kevin has been meeting with Bruce to work on redesigning the retail space. Kevin found CDS to be unreceptive of Bruce's design and felt that considering the time and effort Bruce has invested his designs should be kept. Jim questioned what flaws were found in the design. Kevin and Mia

responded that they are very pleased with changes and are making large scale plans to present to the public. Kevin reported that good progress is being made in interesting people in investing and mentioned that the timeline is tight for meeting the target investment. He will be meeting with attorney Jeff Spalding regarding investment questions.

Kevin circulated the financial dashboard and stated that he is looking into accuracy in the financial reporting. Sales were down due to holidays and weather closings but are up 9% for January so far. Kevin is discussing the placement of line items with the accountant and expects the payroll to normalize going forward.

Deborah reported on her discussion with David's Folly regarding a potential fundraising dinner or customer appreciation event. She shared her vision for the space and detailed fees. Discussion followed regarding the mission of the event. The board decided that a customer appreciation event should be held at David's Folly Farm in July. More details will follow. Diane and Deborah will brainstorm food. Deborah suggested that directors should each be assigned to a table to thank customers and work the crowd. Mia suggested that director photos should appear in the newsletter at least once a year. Jerome opened a discussion of who is responsible for planning the picnic.

Ends Development: The board suggested a 2-4 hour retreat on developing ends. Kevin will look into hiring Jade through NCG as a cost reduction strategy.

Financial Audit: The auditor has requested minutes, the code of conduct, and executive session minutes. The board voiced concerns about confidentiality. Kevin is waiting to hear back from the lawyer, Jeff Spalding, regarding whether these documents are legally necessary and will report to the board. Regarding the board discount the auditor stated that anyone receiving a discount in excess of \$600 needs to be issued a 1099 as this is considered compensation. In response to questions as to why the audit is occurring, Kevin stated that it is due to the Co-op offering investments. Kevin will look into director discount totals as well as how often audits should be expected in the future.

#### Board Monitoring:

C Global Governance Commitment – The board reviewed the policy. Susan moved to approve C Global Governance Commitment as is and stated that the board is in compliance. Mia seconded the motion. The motion unanimously carries.

D4 Monitoring GM Performance – Edie read the policy. Jerome moved to accept D4 as is and stated that the Board is in compliance. Deborah seconded the motion. The motion unanimously carries.

Board Development: Candidate List – Jim and Jerome are up for re-election. After discussion the board decided not to open seats to new board members this year. Edie will get information from Allison Watters and will review bylaws and timeline. She will work with Cara in marketing to develop ballots. Jim and Jerome will submit bios. Discussion turned to the annual meeting. It was decided that the elections will be held in May with the Annual meeting to follow on June 20<sup>th</sup> at the regular board meeting. All materials must be prepared 60 days prior to the meeting. The annual picnic will be held in July.

2017 Calendar Update: Tabled for the next meeting. The board will consider how to handle Kevin's review.

Agenda for Next Meeting:

Calendar review

Store budget

Ends

Relocation

Event

Meeting Evaluation: Productive, chillin'!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday February 18, 2017.

Next Meeting: Tuesday, February 28, 2017 6:30- 9:00 PM Cafe.

Minutes respectfully submitted by Julia Klein