

Blue Hill Co-op Board Meeting and Annual Meeting
July 19, 2016 Blue Hill Public Library, Howard Room

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

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

Others Attending: Tom Reeve (Project Manager), Julia Klein (Minute Taker), Debbie and Rick Alexander (Owners), Keith Herklotz (Owner), Gabrielle Wellman (Owner), Sonja Beal (Owner)

Julia Klein, minute taker

Mia Strong, task and decision keeper

Jim Picariello, meeting facilitator, time keeper

Annual Meeting: Jim opened the Annual Meeting with a round of introductions. He announced that details on reports will be available at the Annual Lobster Picnic. The picnic will be held on Wednesday August 24th, 2016. Tickets are for sale at the Co-op. Jim read the mission statement, presented an overview of the Annual Report and invited questions. Keith raised questions about relocation. The Board responded. **Susan moved to close the Annual Meeting. Deborah seconded. The motion unanimously carries.**

Approval of Minutes: **Susan moved to approved the June 21, 2016 Minutes. Mia seconded. The motion unanimously carries.** Edie will resubmit the June Executive Session Minutes with names and date. **Approval of the Executive Session Minutes was tabled until the August meeting.**

Time Open to Owners: No owners spoke.

Discussion:

New Board Member Introductions: The board welcomed Tim Tunney and Deborah Evens as new directors. Tim Tunney introduced himself and shared his background in financing and board service. Deborah Evens shared her background as a farmer and Co-op member. She emphasized her value of local food, food security and connection with farmers.

New Board Member Orientation: The board discussed new director training. Mentorships were offered to Tim and Deborah and they accepted. Susan will forward past minutes in PDF. Jim will send the board calendar. Policy governance was explained and the importance of bringing the policy registry to meetings emphasized. Jim collected signatures on the Code of Conduct and Conflict of Interest forms. The Board recommended that the development committee formulate a welcome packet to include the policy registry, meeting minutes from the last 6 months, the board calendar and a letter describing the operation of the board and committees etc.

GM Monitoring Process Flowchart: Jim handed out the Decision Tree for Acting on Internal Monitoring Reports from the GM and gave an overview.

GM Search – Process Breakdown, Approval of charter, Approval of Membership: **The Board made a motion via email to restart the GM Search Committee. The motion unanimously carries.** Susan will include minutes from GM search committee meetings with monthly reports. Mia circulated the committee report and mentioned that they need men to serve as it is currently all women. Committee members are Mia Strong and Eileen Mielenhausen as co-chairs, Robin Byrne, Diane Bianco, Susan Snider and Wynston Estis. Mia has contacted Keith Herklotz. Mia requested approval for the committee charter and outlined the timeline and hiring budget. The previously approved matrix will be used again with minor adjustments. Discussion of the charter ensued. Jim suggested using the sample search committee charter from the toolbox and emphasized the check list. The Board reviewed the list and discussed its use. Jim spoke on behalf of Edie regarding establishing ongoing communication with staff about the hiring process. Lengthy discussion ensued regarding the nature and necessity of communication. Jim advocated more communication while Mia and Susan advocated the current level. Aaron proposed that the GM update staff regarding the hiring timeline while keeping the process confidential. Deborah questioned the role of the staff committee member and their access to confidential information. Mia will update the charter with a statement about confidentiality and the toolbox sample as appendix A and send it to the Board. **Susan moved to approve the GM Search Committee Charter and hiring budget. Jim seconded the motion. The motion unanimously carries.** The Board discussed whether the approval of committee members is necessary. Mia was against and Jim for. Tim suggested creating a process to assign committee members.

The Board discussed hiring Wynston through October 1st. She is available and feels that she can establish processes enabling the Co-op to continue without a GM if needed in the slower months. **Jim moved to extend Wynston Estis' contract until October 1, 2016. Aaron seconded. The motion unanimously carries.**

Board Process

Meeting Times: The Board discussed starting executive sessions, when needed, at 6:00 before the regular meeting. Directors concluded that the current arrangement should continue with no changes.

Securities: Jim circulated finalized legal papers for the Draft Board Resolution for SEC filing and the amendment to the Articles of Incorporation and sought board approval. He took questions and lengthy discussion ensued clarifying whether the board has authority to approve changes to the articles without a vote from the membership. The SEC document was found to be missing exhibits A, B and C. The board discussed whether review of the exhibits is needed. **Aaron moved to approve the Articles of Incorporation amendment and the Draft Board Resolution effective contingent upon receipt of exhibits A, B and C. Jerome seconded. Deborah abstained. The motion carries.** Mia, Susan and Aaron voiced concern that the GM report did not contain information about relocation, capital campaign delays and fiduciary issues. Discussion followed identifying expectations for GM reporting and expenditures. The board will email Mia their expectations for GM relocation reporting. Mia will draft the request and send it to the board for review.

Minutes Reviewing, Expectations, and Explicitness of Decision-making: Jim stated that meeting minutes should contain a clear record of motions including who moved, who seconded the motion and whether the motion was unanimously accepted or who dissented. Minutes of discussion should also reflect dissenting parties.

Agenda Items Tabled: **Jim moved to table agenda items *Board Election and Process Debrief, Rewrite Policy C-5, and Policy C-6* for the August meeting. Diane seconded the motion. The motion unanimously carries.**

Board Executive Elections: Mia expressed interest in serving as board president again if the board was interested. Her personal schedule has cleared and she is available. Directors discussed whether Aaron or Jim would serve as vice president. Mia and Jim were nominated for president. **Deborah moved that board elect Mia Strong as president and Jim Picariello as vice president. Jerome seconded the motion. The motion unanimously carries.** Susan was nominated for secretary. **Mia moved that the board elect Susan Snider for secretary. Jim seconded the motion. The motion unanimously carries.** Tim was nominated for treasurer. The treasurer's duties and responsibilities were explained. Tim accepted the nomination. **Mia moved that the board elect Tim Tunney as treasurer. Diane seconded the motion. The motion unanimously carries.**

Agenda for Next Meeting:

Approval of June Executive Session Minutes
Board Election and Process Debrief
Rewrite Policy C-5
Policy C-6
Monitoring
Picnic

EXECUTIVE SESSION: Personnel

Meeting Evaluation: Great, long, interesting.

Due Date for the Board Packet: Items for the Board Packet will be due on Monday, August 8, 2016.

Next Meeting: **Thursday the 18th, 2016** 6:30- 9:00 PM Blue Hill Public Library.

Minutes respectfully submitted by Julia Klein