

**Blue Hill Co-op Board Meeting**  
June 21, 2016 Blue Hill Public Library

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

Absent Board Member(s): Amber Cochran (Staff Position), Diane Bianco, Jerome Lawther

Others Attending: Wynston Estis (General Manager), Julia Klein (Minute Taker), Jade Barker, via skype (Board Consultant)

Julia Klein, minute taker

Edie Dunham, task and decision keeper

Jim Picariello, meeting facilitator, time keeper

**Executive Session:** Personnel (Susan will minute executive sessions in the future.)

Approval of Minutes: **The May 17, 2016 Minutes were approved with no changes.**

**Time Open to Owners:** No owners were present.

Board Staff Position Resignation: Shawn Fowler resigned as Staff Board Member. Amber Cochran now will fill the Staff Board seat.

New Focus of Board Work: Jade Barker, Board Consultant, attended the meeting via skype. She presented an introduction and overview of Board work under policy governance. Discussion followed. Jade recommended that Directors bring searchable digital copies of the policies to meetings. Jade will set up a 4 pillars survey for accessing the Board.

Annual Meeting Agenda/Prep: The Board discussed the Annual Meeting agenda and presentation and gave instructions to Wynston regarding preparation of reports and materials. The Annual Meeting will be held at 6:00 on July 19<sup>th</sup> at the Blue Hill Public Library Howard Room. Goodies will be provided.

Election - Process Review: Jim will contact Allison regarding the Election Committee's process and whether she needs anything from the Board. An Election Committee is needed to count the ballots and a counting date must be established so that a Board member can attend. Process was discussed. Susan will help if available. The Committee will need the active member data base printout for the count.

C5- Board Code of Conduct: The Board signed a Code of conduct form which included disclosure of conflicts of interest. Susan will file the forms in the Board box. The Board reviewed C-5 and noted formatting errors to be corrected. Discussed followed analyzing the Board's compliance with the policy. Wynston raised questions regarding the Staff Board Member position and functions they may participate in. The Board identified the need to clarify Staff Board Member policy and will review C5 in preparation for next

meeting. Jim will set up Google docs allowing the Board to comment electronically. Mia asked about the availability of templates from other Boards with a staff position. C-5 was tabled for the July meeting.

GM Monitoring Report: Wynston reviewed the GM Monitoring Report procedure and took questions. Wynston will meet with Mark for report training. The current state of preferred shares was discussed. Mia, Susan and Aaron raised concern regarding changes being considered for the pro forma and floor plan. Jim countered that the Board handed responsibility to the hired managers. Discussion followed regarding how the Board should be kept abreast of relocation happenings. Susan and Aaron requested relocation reports and being informed of changes as Directors with fiduciary responsibility. **Eddie moved that the GM Monitoring Report be approved with acknowledgment of non-compliance. Jim seconded. The motion stands.**

Jade offered suggestions regarding GM monitoring. She recommended a decision tree to aid in determining the degree of non-compliance and developing a plan for adjustment. Jade will email the decision tree to Jim.

Agenda for Next Meeting: (Get key and Annual Meeting goodies)

Rewrite C-5

C-6

New Board Members Intro

GM Report

Monthly Meeting Time Change to 6:00?

Executive Session

Meeting Evaluation: Overwhelming yet productive.

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday July 9, 2016.

Next Meeting: Tuesday July 19, 2016 6:00- 9:00 PM Blue Hill Public Library.

Minutes respectfully submitted by Julia Klein