

Blue Hill Co-op Board Meeting
March 24, 2015 Blue Hill Co-op Cafe

Board Members Attending: Mia Strong, Aaron Dority, Diane Bianco, Jerome Lawther, Jim Picariello

Absent Board Member(s): Richard Paget, Keith Herklotz, Hadley Friedman

Others Attending: Mark Deeny (General Manager), Julia Klein (Minute Taker), Allison Watters

Julia Klein, minute taker

Diane Bianco, task and decision keeper

Mia Strong, meeting facilitator, time keeper

Approval of Minutes: **The February 17, 2015 Minutes have been approved with no changes.**

Time Open to Owners: No Owners were present.

Discussion

Director Status: The Board discussed Richard Paget's status as a Director and expressed concern for him. The bylaws were consulted and found to state that Directors who have not attended for 3 consecutive meetings may be presumed to have resigned. Mia will reach out to Richard to see if he plans to return before assuming that he has resigned.

Board Development Committee: Allison gave a review of three applicants for Board seats and reported that several contacts expressed interest in applying in coming years.

Discussion and vetting ensued. Allison shared Sue Snider's request not to be involved in asking for money if she becomes a Director as she is currently fundraising for another Board. The Board discussed how to proceed with a Board applicant who is the affiliated shopper in a family membership and agreed that the applicant should purchase their own membership. **The Board unanimously supported Sue Snider's and Edee Dunham's applications for Board seat.** Allison will notify the candidates of Board support and invite them to the April meeting. The Board will assign mentors for the new Directors at the April meeting. Allison will email info packets to the Board.

Allison announced that she will be leaving the Board Development Committee after one more year. The Board will need to replace her. Allison reminded the Board about the Carrot sign.

The Board discussed open seats for this election. Mark mentioned that the Staff Board seat is for 3 years but Mark pitched it to the staff as a year at a time. He will encourage continuity. Mia will resend emails that Jerome is missing.

Board Training: Jim and Mia briefed the Board on the Co-op Café Board Training in Keene NH. Discussion regarding enrollment in CBLD ensued. Mia, Mark and Jim recommended the enrollment as good for infusing new energy into the Board. Most Co-ops in the country are involved. **After consideration Mia moved and the Board seconded the motion to enroll in the CBLD service package at the CDS discounted**

cost of \$3650 annually. Mia confirmed that CBLD agreed to work with the Board without using Policy Governance.

Annual Picnic: Discussion of the picnic was tabled for next month.

Elliot Colman's Letter: The Board discussed a letter from Elliot Colman and Andy's response to it. Jim recommended and the Board agreed that it be responded to briefly. As no policy is broken he will need to find a resolution with the managers. Mark and Andy will meet in person with Elliot. Jim will write the email and forward it to Mia.

GM Report/ Store Budget: Mark took questions regarding the GM report. Aaron noted a 17% drop in produce sales. Mark responded that this was due to snow days though overall the Co-op did well considering the snow. A discussion ensued regarding who fills in as produce manager when the regular person is out. Ideas such as training a working member or cross department training were mentioned.

Dividend Payment - **The Board voted unanimously through email to declare a dividend and pay it out.**

Insurance - Mark is renewing the Directors and Officer's insurance.

Bank Account - Mark will contact people who have sent gifts in response to the survey and will obtain their intentions in writing. He will ask Sally Mills to formulate official paperwork to sign. The money will be deposited a new account. Mark will draft a letter to the bank and he and Keith will sign.

Annual Report – Aaron will draft a letter from the Board for the Annual report. Mark will add the Relocation Prospectus PDF link to the newsletter.

Store Budget – Aaron suggested that relocation expenses be separated from operating expenses and voted on separately. The Relocation Budget will be refined in the Relocation Committee meeting. **The Store Budget was approved minus relocation expenses.** The Relocation Budget will be discussed for approval at the April meeting.

Relocation Update: Aaron shared a report from Gary on the feasibility study as well as the good response to the survey. The Board reviewed a Member Loans Report and Aaron clarified details. The survey yielded \$543,000 in Member Loan pledges and Gary projects that 1.7 million could be raised in loans. Mark commented that gifts and loans wording in Gary's report is confusing. The Relocation Committee has discussed hiring a marketing person to work on changing the community's perception of the Co-op's business integrity. The Board reviewed the relocation timeline and Aaron shared Gary's comment that no other fundraising is happening in the area this summer. Mia mentioned that Slow Money wants to host the Co-op's project in May. The Board discussed reducing the building cost by \$500,000 making the back rooms smaller. Next steps for relocation were identified. The Relocation Committee will meet to discuss hiring a project manager. The Capital Campaign Committee needs to begin. Diane wants to contact Rochelle in Portland. Jim urged the Board to communicate tightly with decisions over email or a special meeting. The Board will attend the next relocation meeting.

Agenda for Next Meeting:

Board Mentors

Relocation Budget
Picnic
Project
Election

Meeting Evaluation: Long, good, tired!

Due Date for the Board Packet: Next Meeting: Tuesday April 14, 2015 6:30- 9:00 PM
Blue Hill Co-op Cafe.

Minutes respectfully submitted by Julia Klein