

**Blue Hill Co-op Board Meeting**  
March 21, 2017 Blue Hill Co-op Cafe

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

Absent Board Member(s): unfilled (Staff Position), Edie Dunham, Jim Picariello, Tim Tunney

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager)

Julia Klein, minute taker

Jerome Lawther, task and decision keeper

Mia Strong, meeting facilitator, time keeper

Approval of Minutes: **Aaron moved to approve the February 28, 2017 Co-op Board Meeting Minutes. Susan seconded the motion. The motion unanimously carries.**

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

GM Monitoring:

**B1 Financial Conditions:** The Board discussed Kevin's financial report. Aaron mentioned that a generator purchase was discussed with the previous GM but no decision had been reached. Susan will review minutes to find related discussions. Kevin will contact Bruce (and possibly Mark) regarding plans for a generator in the new store. Discussion ensued.

A couple of formatting and date issues were pointed out in Kevin's report. Deborah asked for information about the line items producing the highest income day to day. Kevin explained that sales took a hit in February likely due to snow days. Discussion ensued comparing this year to other bad weather years. Mia and Susan requested that Kevin send reports as PDFs. **Aaron moved to accept the GM Report and Susan seconded the motion. The motion unanimously carries.** Mia requested more profit and loss details in B1 Financials. **B1 was moved to a quarterly report to be given the month after the quarter (April, July, October, and January).** Kevin will add a balance sheet comparison. He reported that gross profit is now up which indicates that costs are under control.

**Relocation Update:** The board reviewed the relocation update. Susan mentioned an investor's comment that if the SEC limitations were less stringent she would be able to invest significantly more money. The board responded that member loans will be another upcoming option for investment in relocation.

Capital Campaign Committee – The committee met several times and has hired Courtney Weaver as events manager. The Co-op's marketing coordinator, Cara Fox, is serving as coordinator for the committee. The first event will be held at the Bay School on Thursday evening April 6<sup>th</sup>, from 6-8 PM. The event, open to members and the public, will launch the Capital Campaign presenting relocation literature. Kevin will speak and Bruce Stahnke will attend. Board members should attend and wear name tags. The Committee is also compiling calling lists. Aaron suggested using a program called High Rise to keep conversations organized easily. Name tags will be made for the board. Board pictures need to be taken and posted on the website.

Mia stated that all Directors should be invested in the campaign preferably by the April 6th event. Excitement was expressed that half of the funds have been raised for this phase of the campaign and the summer is ahead! Monthly cocktail parties will be held in targeting different towns to stimulate investments. The next goal is for \$300,000 by June 1<sup>st</sup>.

Town Meeting -The Blue Hill Community Development group will hold a town hall meeting on Thursday, March 23<sup>rd</sup> at 7pm focused on adding sidewalks in town beginning with South Street.

SEC Paperwork - Deborah raised questions regarding the Fund ME Offering Circular asking whether the preparing lawyer's names are on the documents and whether permission to publish names for the preparing Lawyers is filed with the Co-op. She emphasized that citation adds credibility to the package. She also noted that financials from auditor should be attached to the paperwork with the auditor's name included. Kevin will ask the attorney about citing names of lawyers involved in preparing the documents. Mia mentioned that Director's signatures should be removed from the website for security reasons. Kevin will remove them. The timeline needs to be updated. **The revised SEC paperwork was signed by all board members.**

Board Monitoring:

**C2 the Board's Job:** Susan read the policy. **The Board approved language in policy C2 and determined that they are in compliance.** Mia will forward the old Ends statement from the previous policy governance board. Discussion followed.

**Patronage Dividends:** Kevin reported on the accountant's recommendation that Patronage Dividends should not be paid this year due to the Co-op having a loss due primarily to relocation expenses. The board discussed how to announce this to owners in positive language. It will be published in Bits and Bites and posted at the register.

**Café Art:** Kevin announced that the current Cafe artist Jean Fogelberg has sold 6 paintings and she is donating all the proceeds to the Co-op's relocation!

**10 Policy Governance Principles:** The board read and reviewed the Policy Governance Principles. They determined that Ends need to be adopted to attain compliance with the Principles. Example Ends statements were reviewed. Jerome will word-smith the current mission statement into an Ends statement.

Agenda for Next Meeting:

GM Monitoring  
Global Executive Restrain  
B1 Financial Conditions  
Relocation Updates  
Board Development Update  
Board Monitoring C3 Agenda Planning  
Ends

Meeting Evaluation: Raucous, productive!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday April 15, 2017.

Next Meeting: Tuesday, April 25, 2017 6:30- 9:00 PM Blue Hill Co-op Cafe.

Minutes respectfully submitted by Julia Klein