

## Blue Hill Co-op Board Meeting

March 20, 2018 Blue Hill Library, Bass Room

Board Members Attending: Jim Picariello, Edie Dunham, Jerome Lawther, Deborah Evans, Aaron Dority, Susan Snider, Diane Bianco

Absent Board Member(s): unfilled (Staff Position), Mia Strong, Tim Tunney

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Robin Byrne and Martha Shepherd (Staff)

Julia Klein, minute taker

Jerome Lawther, task and decision keeper

Jim Picariello, meeting facilitator, time keeper

Approval of Minutes: **Susan moved to approve the February 13, 2018 board meeting minutes. Deborah seconded the motion. The motion unanimously carries.** Julia will correct spelling. **Susan moved to approved the August 2017 special board meeting minutes. Diane seconded the motion. The motion unanimously carries.** Susan affirmed that November minutes were approved in December.

**Time Open to Owners:** No owners were present. Staff members Robin Byrne and Martha Shepherd attended to observe the meeting and foster the board/staff relationship.

### **Relocation:**

Kevin presented 3 versions of the pro forma he and Bill Gessner created to experiment with funding scenarios covering the \$942,000 gap in financing. Lengthy discussion ensued in which Kevin explained how the first 2 scenarios fail. Version 1 held insufficient investment funding. Version 2 failed due to relocation money already spent and a reduced retail space. Adjustments made to the third version produced a successful pro forma! Member investments were increased to 2 million dollars and a 20-year amortization schedule was used on gap financing. These adjustments yielded a healthy cash picture and Bill Gessner expressed confidence in the member investment response. Kevin is considering gap financing options but is waiting for the project appraisal. Appraisal will occur after the pro forma is finalized.

Discussion turned to keeping charm of the current store by creating a cozy atmosphere. It was noted that ceiling height is critical for coziness and the store should be designed for humans rather than machines.

The successful pro forma based on conservative numbers showed 17 days in cash in year 1 and includes a large overrun amount. If sales/square foot are good the cash picture could improve. Kevin is solidifying fixtures and equipment costs and designs and submitting plans to consultants for adjustments. The board affirmed their confidence in the pro forma. **Edie moved to approve the pro forma dated**

**March 15, 2018 enabling the project appraisal to secure conventional funding. Aaron seconded the motion! The motion unanimously carries.**

Next steps were identified. Bruce will be given the go ahead for contractor selection etc. Kevin will create a liner graphic for the project schedule and bring it to the board. A special meeting or ad hoc committee make be set up for decisions. Trees need to be taken down and the sign changed.

**Capital Campaign:** Investments currently total \$1,055,100. \$4500(0?) are donations. Kevin is sending out a post card to all members announcing the current investment amounts and answering frequent questions. After the mailing Kevin will make calls to connect with potential investors. Discussion turned to member loans and utilizing unaccredited investments. Positive and negative public opinions were discussed.

**Public meeting:** After consideration, it was decided that the public meeting should be held in May. Kevin and staff will plan the meeting. Kevin will organize a presentation from the Relocation Committee.

**GM Report:** The board reviewed the 2018 store budget and Kevin discussed the patronage dividend. 2017 was significantly better than 2016. However, 2016 losses rolled over and absorbed all profit. Discussion turned to Café revitalization the to carry it through relocation. The importance of maintaining a fully stocked grab and go case was stressed. **Eddie moved to approve the GM Report/Store budget? Susan seconded the motion. The motion unanimously carries.**

**Patronage Dividend:** No patronage dividend will be sent due to the lack of profit. Without relocation expenses the Co-op would have profited by \$140,000 in 2017.

#### **Board Monitoring:**

C2 – Eddie read the policy and the board evaluated their compliance. Discussed turned to whether the GM compensation review had been accomplished fully and in a timely manner. **The board was determined out of compliance with C2 due to the timeline and non-completion of the GM review.** Jim and Mia will discuss the GM review process and meet with Kevin. The board determined to improve their calendar use and form a strategy. Susan will communicate with Mia regarding revising and sending out the calendar.

**Elections/Reelections:** Aaron, Mia, Eddie, and Susan will be up for reelection. They will submit a photo and paragraph by mid-May to be mailed with the ballots. Eddie will contact Beth. Announcements will be posted in the store and newsletter.

**Annual Meeting:** The nature of the annual meeting was discussed. **It was decided that the Annual Meeting will be held at the regular board meeting on the 3<sup>rd</sup> Tuesday in June.** Snacks and relocation presentations may be included. The board reviewed election bylaws.

**Principle 6 Conference:** Susan, Aaron, and Kevin will attend the conference in Rockland on Saturday, April, 7<sup>th</sup>. Kevin will check in with Mia.

**Board:**

Agenda for Next Meeting:

Board Calendar

Public Meeting

Review Project Management Schedule and Methodology

Events Schedule Discussion

Meeting Evaluation: Productive! Peachy! Gratifying!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday, April 14, 2018.

Next Meeting: Tuesday, April 24, 2018 6:30- 9:00 PM, Blue Hill Public Library.

Minutes respectfully submitted by Julia Klein

