

Blue Hill Co-op Board Meeting
May 19, 2015 Blue Hill Cafe

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

Absent Board Member(s): Hadley Friedman

Others Attending: Mark Deeny (General Manager), Julia Klein (Minute Taker), Susan Snider (Owner, Board Candidate) Edie Dunham, (Owner, Board Candidate)

Julia Klein, minute taker

Keith Herklotz, task and decision keeper

Mia Strong, meeting facilitator, time keeper

Approval of Minutes: **The April 14, 2015 Minutes were approved with a name change.**

Time Open to Owners: The Board made a round of introductions with new Board Candidates Edie Dunham and Susan Snider and welcomed them to the meeting.

Board Process

Relocation Committee Update: Aaron reported that the Committee has been meeting jointly with Gary Freidman and Capital Campaign Committee over starting the campaign. The Committee has advertised for a Project Manager throughout Maine and the National Co-op Associations. The Committee is working to sort out the legalities of the investment aspect of fundraising and has the legal process under way. Mark explained the investment details and the need to change bylaws. Jim gave an update on discussion with the Lawyer regarding the bylaw change and suggested presenting the item in the upcoming ballot. The change may be written up in a day as soon as the lawyer has a letter of intent. Mark explained SEC investment filing, the need for the investments and the necessity of making them available to out of state and in compliance with the home state of the investor. Lengthy discussion ensued. Aaron opened conversation about cash flow and the need for the line of credit in order to move forward. He asked to take on the line of credit work. Mark explained the line of credit details and application deadline of May 22 in order to have money by July 1st. The Board brainstormed options for collateral such as inventory, land, the rainy day fund, or having a cosigner. Mark asked at what point money will start to flow in from fundraising. Discussion ensued with the conclusion to consult Gary and the Relocation Committee. The Board suggested delaying payment for Bruce and Gary until June 12 when the line of credit is approved. **A proposal was made and approved to seek approval from CFNE for the line of credit by the Friday May 22, 2015 deadline. A proposal was made and approved to direct the lawyer to write up the bylaw change allowing for SEC approval of preferred shares.** Jim will email the drafted bylaw change to the Board for approval by the end of the week.

GM Report: Mark consulted with the Board regarding several items:

Co-op Lease – Mark explained that the current lease is up on June 30, 2016 and requires 1 year notice of any changes. He asked whether to pursue renewal for 1 year or 2 in light

of relocation. The Board recommended reviewing the lease for legalities and discussing with the landlord the cost of a 1 year lease versus early termination on a 2 year lease. Mark will send the lease to Mia for review.

Employee Benefits – Mark explained that the Co-op dropped its group health plan and now offers employees the choice of extra pay or insurance premium reimbursement through Zane Reimbursement Company. Mark has received conflicting information regarding whether this model is currently legal within the Affordable Care Act or if it will incur substantial fines starting in July. Lengthy discussion of legalities ensued. Mark sought the Board’s counsel as to whether to offer health insurance or a cash benefit. Mia suggested having a consultant come to advise employees. Jerome will take on the research and email findings to the Board.

Livable Wage – Mark notified the Board of signs placed around town accusing the Co-op of failing to pay a livable wage. He explained that raising wages for lower paid employees effects all those above. He cited the difficulty of doing this as an isolated business without the support of the community or the state. The Board recommended no response.

Annual Report papers were passed around for Director’s signatures.

Picnic/Annual Meeting:

Picnic - Mark briefed the Board on past picnics and sought the Board’s opinion on what to do this year. Discussion ensued. Jim suggested a week night rather than weekend perhaps a Wednesday in July from 5-7? Diane will check with community calendars for conflicting dates and will order the tent, seating and flatware. The Bay School will be approached for location. Susan asked whether the Co-op sees an uptick in new membership in response to the picnic and suggested posting signs up the street in Blue Hill. Membership info will be provided at the picnic.

Annual meeting – The Board discussed the timing of announcing election and bylaw change results in relation to the Annual Meeting and checked the bylaws for election laws. It was confirmed that results come out after the Annual Meeting. Dates for the Annual Picnic will go out with the ballots.

New Board Member Mentors: The New Board Candidates need to receive orientation packets. Diane and Aaron will function as Mentors.

Executive Session: GM Review.

Agenda for Next Meeting:

Relocation Update
Capital Campaign Committee
Picnic Update
Loan Progress

Meeting Evaluation: Extremely heady! Very productive!

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday June 6, 2015.

Next Meeting: Tuesday June 16, 2015 6:30-9:00 PM Blue Hill Co-op Cafe.

Minutes respectfully submitted by Julia Klein