

Blue Hill Co-op Board Meeting

October 17, 2017 Blue Hill Library, Howard Room

Board Members Attending: Jim Picariello, Susan Snider, Edie Dunham, Jerome Lawther, Tim Tunney, Deborah Evans, Mia Strong, Aaron Dority

Absent Board Member(s): unfilled (Staff Position), Diane Bianco

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager) David Zachow and Annie Guppy (Owners)

Julia Klein, minute taker

Jerome Lawther, task and decision keeper

Jim Picariello, meeting facilitator, time keeper

Approval of Minutes: **Susan moved to approve the July 18, 2017 board meeting minutes. Deborah seconded the motion. The motion unanimously carries. Susan moved to approve the September 19, 2017 board meeting minutes. Deborah seconded the motion. The motion unanimously carries.** The September minutes were taken by Aaron Dority.

Time Open to Owners: David Zackow and Annie Guppy inquired regarding the co-op's response to a group of employees who presented concerns over relocation at a previous meeting. Annie asked about staff involvement in original design development as well as current involvement. Jim and Kevin responded by giving the history of staff's relationship with relocation up to the present. Kevin mentioned that this group spurred examination of the pro forma and project details which were found to be feasible. Kevin affirmed that as a whole, employees are now supportive of relocation. Annie encouraged the Co-op to be more transparent and bring forward relocation information to the staff and members.

Board Process

GM Monitoring:

Relocation Update, Financials, New Offering - Kevin briefed the board on the process of updating the pro forma. Attorneys have compiled the information into an investment packet to be launched tomorrow morning. The new packet allows any person from any state to invest. However the offering is targeted toward accredited members as out of state processing fees are exorbitant. The offering is private and will not be promoted publically. Susan inquired regarding financial standing with Bruce. Kevin will forward Bruce's invoice which details fees. Deborah asked about outside engineering needs. Mia responded that all extras are included. **Edie moved to approve Kevin Gadsby to apply for loans from CEI, Co-op Fund of New England and LISC totaling 3 million dollars. Tim seconded the motion. The motion unanimously carries. Susan moved to approve the 2nd phase investment offering. Jerome seconded the motion. The motion unanimously carries.** The relocation committee will regroup as phase 2 has commenced. Kevin will communicate with committee members. Bruce and Kevin will present at the November board meeting.

B1- Kevin reported that September saw a slight increase in sales while net income and cash flow look very healthy. Membership growth is record breaking and owners are responding the current equity drive. 41% of owners are now paid in full! Kevin is successfully taking steps to revitalize the café including

changing staff. Michael Luciano is excelling in his new position as assistant store manager. The Board inquired regarding several line items and payments on the line of credit.

B6 – Staff Treatment and Compensation – Kevin reported on his practices for hiring and reviewing staff. **Eddie moved that board accept Kevin as in compliance with B6. Jim seconded the motion. The motion unanimously carries.** Kevin asked how the board would like to substantiate his claims of compliance. The board responded that they would consult this policy in case of a complaint and Kevin is free to consult the Board at any time. Jerome will adjust the format on policy B6. Mia will send the master to Jerome.

B9 – GM Succession – The Board inquired whether Mark had compiled an operations manual as requested. Kevin will look into it. He has overseen the creation of an accounting manual and recognizes the need for the managers to make manuals for their departments. **Acceptance of B9 was tabled for discussion and approval in executive session.**

Key Indicators Report – Kevin sent the report to the board.

Board Monitoring:

C8 – Governance Investment – After reading and review Deborah moved to approve policy C8 (*as written?*) (*as rewritten by Jerome.?*) Mia seconded the motion. The motion unanimously carries

D1 - Unity of Control – **After reading Susan moved to approve policy D1. Deborah seconded the motion. The motion unanimously carries.**

D4 – Monitoring of GM Performance – The Board discussed the policies’ meaning and whether wording should be adjusted. **Aaron moved to delete the parenthetical phrase on D4 and approve it as is. Jim seconded the motion. The motion unanimously carries. The board affirmed compliance with D4.**

Recruit for Development Committee – the board discussed whether to recruit in spite of a previous decision not to. 4 director’s terms will expire next year. Directors who plan not to be reelected should notify the Board by December.

Agenda for Next Meeting:

Project Update - Bruce and Kevin (Discussed public relocation Q&A event. Advertise! Big deal event! January?)

Meeting Evaluation: Fantastic, very professional.

Due Date for the Board Packet: Items for the Board Packet will be due on Saturday, November 4, 2017.

Next Meeting: Tuesday, November 14, 2017 6:30- 9:00 PM Cafe.

Minutes respectfully submitted by Julia Klein