

**Blue Hill Co-op Board Meeting – April**  
May 4, 2023, Blue Hill Co-op Café  
“May the Fourth Be with You”

Board Members Attending: Jo Barrett, Jenny Brillhart, Deborah Evans, Anne Gilchrist, Jerome Lawther, Annie Silver, Jennifer Traub, Tim Tunney.

Absent Board Member(s): Aaron Dority.

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Jennifer Coolidge, Ownership and Outreach Coordinator.

Julia Klein, minute taker

Jerome Lawther, meeting facilitator, timekeeper

Jennifer Traub, tasks and decisions

Meeting called to order at 6:02 PM.

Approval of Agenda

**Jenny moved to approve the agenda with adjustments. Anne seconded the motion. The motion unanimously carried.** Jen will check board monitoring report assignments on the calendar and will place the current board calendar in the Board Calendar Folder.

Open Owner Time

Jerome passed along inquiries regarding when porcelain mugs will return to café and when couches and comfy chairs may be included for a coffee shop vibe. Kevin responded that he would check into mugs. Couches are on the wish list.

Jen commented that she had a meeting in the Café and her friend was wowed by what a great meeting space it was.

Approval of Minutes

**Tim moved to approve the March 23, 2023 BOD Minutes with edits. Jenny seconded the motion. The motion unanimously carried.**

Outreach and Events - Jennifer Coolidge shared that this will be a week full of tastings and activity at the Co-op as Tradewinds will be closed for transition to Hannaford. She requested that directors post and repost Co-op blurbs on social media and talk to friends about ownership. She urged directors to attend tastings. She commented that recent music events at the Co-op have been well received.

Slope Project – Jennifer went on to present the Slope Project in which the Co-op is working with Blue Hill Heritage Trust, Native Gardens of Blue Hill, and local schools to build and restore soil on the slope behind the store and attract pollinators using native seeds. The slope is being used as a laboratory with local schools performing soil tests and journaling about current species and changes as restoration continues. The first major project will be held on May 23, 2023 from 11:00AM -1:00PM with coconut mats rolled out with chickadee compost and native seeds.

Farm Fresh Rewards – Jennifer shared exciting updates to the Farm Fresh Rewards program in which all shoppers using an EBT card are eligible for 50% off all produce including bulk legumes, seaweed, and frozen vegetables. The discount reduces the cost of produce below Hannaford and even Walmart. The program hopes to offer an additional 25% off local produce in the future. Shoppers need only to notify the cashier that they are using an EBT card to activate the discounts. Discussion ensued brainstorming avenues to spread the word about the program including the Tree of Life food pantry, local libraries, and local schools. The Co-op will be reimbursed for all discounts and for administrative costs. Farm Tours will continue this summer featuring Blue-zee Farm, Rainbow Farm, and King Hill Farm. Farm Fresh Rewards will work in conjunction with the farm tours. The Co-op continues to offer the Share program offering a 10% discount on food to shoppers qualifying for state aid. Share may be stacked with Farm Fresh Rewards for 60% off. She urged directors to spread the word!

Comment Box - Jennifer mentioned that she would like to promote the Comment Box to the owners and is considering making a video. She suggested including a comment section in the newsletter. Jenny offered to monitor the comment box. She will obtain a key and craft a note to appear on the outside of the box alerting owners to email and newsletter comment opportunities.

P6 Conference – Jennifer urged the board to consider attending the P6 Conference for co-ops in the Northeast in Lewiston next April.

Annual Report – Jen noted that items for the Annual Report must be submitted to Kipp by June 1. Kevin will begin the report process with Kipp and choose topics. He will email writing prompts to Tim and Jerome for the President and Secretary's reports.

Calendar Changes – Jerome suggested removing the Contingency Bonus and GM Matrix from the board calendar and explained that these items are covered in the RFP and proposal in December and the GM Evaluation in January. **Annie moved to approve removing the Contingency Bonus and GM Matrix from the board calendar. Anne seconded the motion. The motion unanimously carries.**

### Board Monitoring

C3 Agenda Planning – Deborah reported that the board is in compliance with policy C3. Jenny also submitted a C3 report and raised question about the multi-year plan. Discussion ensued regarding the relationship between the annual calendar and the multi-year plan. Jerome will set a date with Kevin to meet with the Strategic Leadership Committee to connect the annual calendar with the multi-year plan. **Tim moved to accept the policy C3 monitoring reports. Jo seconded the motion. The motion unanimously carried.**

Board Development and Election Committee - Jo reported that a 5x7 election postcard has been created and Kipp will design a matching poster for the store. Jo crafted text alerting all owners to verify that their email is accurate and active in effort to correct the 180 which failed. In the future the election may be announced in the spring *Harvest Herald* nullifying the need for a postcard. Postcard production cost was \$2,000 with \$1,200 for postage to 2,699 owners. Text includes save-the-date, why the date changed, e-voting vs. paper ballots, and owner email address verification. Mail-in ballot envelopes have been printed without dates for future use as well. Ten

ballots will be kept at each register and a paper ballot will hang on the bulletin board. The PDF will be found on the website.

Bylaw 2.8 - Jo opened discussion regarding text in bylaw 2.8 which raised controversy from owners last election. Jo noted that she felt the criticism was sound and that a 12-month period should be specified to clarify. Discussion ensued regarding whether the lawyer should be consulted regarding the change. **Deborah moved to approve placing bylaw 2.8 on the ballot for reelection without additional legal review and with clarifying language regarding a 12-month period. Annie seconded the motion. The motion unanimously carried.** The ballot will indicate that the bylaw passed last year and that this year's election relates only to the clarifying language. The board thanked the committee for their work!

### GM Monitoring

B1 Financial Condition Q3 – Kevin presented his report and shared that there are 2,699 owners in good standing and equity is up. He expressed that he wanted to review reports with the board because of several factors making finances look messy. He noted payment of investment redemptions which skewed ratios significantly, \$14,000 (151%) increase in electricity costs, a rise in snow plowing rates to \$13,000, and the need to replace two convection ovens in the kitchen and a drink cooler. Despite these expenses, operating costs are heading in the right direction with significant improvement and Kevin has been meeting with staff to ensure correct accounting. A staff team is now scouring invoices for cost changes to keep the POS updated. The refinance has resulted in a \$28,000 drop in interest. He explained that the computer glitch resulting in negative inventory has been resolved and that it resulted from a software update. Kevin took questions. The board commented on the new bread options and growth due to a large and full bread case up front in the store. Jo noted that the meat case offerings have improved. Kevin commented that both NCG and UNFI are opening to larger distribution to increase access to food options. The café is still working through management and staff issues. This Q3 saw 6.7% growth, the highest since Q3 of 2021. **Anne moved to accept the GM B1 report. Deborah seconded the motion. The motion unanimously carried.**

Ends Report – Kevin presented his report and noted that he addressed each end and summarized how they were attained in 2022. The board was unable to access the report. Jenny will move Kevin's report to the upcoming meeting folder. **Anne moved to postpone the ends discussion until the next meeting. Annie seconded the motion. The motion unanimously carried.**

Finance Committee – Tim reported that the Finance Committee met to continue work addressing investment redemptions, dividend payments and the financial review. He called for an executive session at the end of the meeting.

Google Drive - Kevin will check into glitches in Google Drive with board access to files.

### Agenda

GM Report - B4 Member Rights and Responsibility

C4 Board Meetings - Jen

Ends Review - Kevin

Meeting Evaluation: Busy!

Meeting Adjourned: 7:20 PM

Entered Executive Session: 7:23 PM

Executive Session: Investment Redemptions and Dividend Payment

Adjourned Executive Session: 7:40 PM

Re-opened Monthly Meeting: 7:40 PM

Dividend Payment 2021 and 2022- **Finance Chair Tim moved that the Co-op cannot pay investor dividends for 2021 and 2022 based on the 3<sup>rd</sup> party financial review from Wegner, and until a forecasting financial tool is developed that allows for all reimbursements considerations to be made consistently and without risk. Anne seconded the motion. The motion unanimously carried.**

Meeting Adjourned: 7:42 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, May 18, 2023.

Next Board Meeting: Thursday, May 25, 2023, 6:00-7:30 PM, Blue Hill Co-op, Café.

Minutes submitted by Julia Klein