

**Blue Hill Co-op Board Meeting**  
January 11, 2024, Blue Hill Co-op Café

Board Members Attending: Jo Barrett, Cheryl Boulet, Jenny Brillhart, Aaron Dority, Deborah Evans, Anne Gilchrist, Annie Silver, Tim Tunney.

Absent Board Member(s): Jennifer Traub

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

Julia Klein, minute taker

Aaron Dority, meeting facilitator, timekeeper

Jenny Brillhart tasks and decisions

Meeting called to order at 6:06 PM.

Approval of Agenda

**Jo moved to approve the agenda with adjustments. Anne seconded the motion. The motion unanimously carried.**

Approval of Minutes

**Deborah moved to approve the November 16, 2023 BOD Minutes. Anne seconded the motion. The motion unanimously carried.**

Tasks

- The board will notify owners in advance of 2024 holiday board meeting schedule changes.
- Kevin will investigate intermittent WiFi issues in the Café.

Open Owner Time

Anne commented that the Co-op has an opportunity to increase shopping in the produce department with limited options elsewhere in town. Kevin responded that the department is under a new management team who is showing drive and initiative. Deborah commented Tide Mill farm is growing its chicken production and sales through the Co-op and that sales have not dropped off this winter.

Board Training – Annie emailed information regarding a board training opportunity on January 20, 2024. The event costs \$75 and Kevin will reimburse directors who attend.

Committee Charter Review:

Board Development and Elections – The two committees are now combined, and the new charter is streamlined from the original two.

Strategic Leadership Committee – Anne, Annie, and Jenny made small updates to the charter and sent it to the board for review. Annie and Ina Schonberg will join the committee.

GM Compensation Committee – The board confirmed that, per Columinate's practice, GM compensation is not dependent upon the GM evaluation. Evaluations should happen earlier in the fall.

**The board discussed and accepted the committee charter updates.**

Board Monitoring

D3 Delegation to the GM – Deborah presented her report on policy D3, noting that the point regarding contingency pay has been removed, and assessed that it is in compliance. **Jo moved to accept Deborah's report as in compliance. Jenny seconded the motion. The motion unanimously carried.**

GM Monitoring

B8 Board logistical Support – Tim read the policy. Kevin reported compliance with B8. **Tim moved to accept Kevin's report on B8 as in compliance. Anne seconded the motion. The motion unanimously carried.**

B9 Emergency GM Succession – Tim read the policy. Kevin reported compliance with B9. He referenced the Confidence of Ability survey in the upcoming meeting folder and reported compliance. Aaron inquired regarding access to passwords and keys etc. Kevin responded that accessibility to passwords can be improved. Jo inquired whether managers trained for emergency succession receive higher compensation for their readiness. Kevin responded that in general they are higher-paid employees but an increase in wages would be enacted should they be needed in the emergency role. He added that it is not standard practice to compensate for readiness. **Tim moved to accept Kevin's report on B9 as in compliance. Jo seconded the motion. The motion unanimously carried.**

Health Insurance – The Finance Committee discussed health insurance at their last meeting. The board reviewed minutes. A penalty is due for 2021 and is expected for 2022 and 2023. The Co-op currently provides a health stipend which costs around \$150,000. Insurance would cost over \$269,000 for a limited plan with high deductibles. However, if a high percentage of employees refuse the insurance and therefore the Co-op fails to reach participation thresholds the penalty will be waived. Also, if the insurance is not affordable for a household, it will not bar them from the insurance marketplace. Aaron asked whether larger insurance pools exist in the Co-op world. Kevin responded that there is interest in this kind of arrangement but no progress yet. Tim noted that WoodenBoat was in a similar position with insurance. He will contact them to ask about their experience. Jenny commented that Brooklin Boatyard found a creative solution for insurance. She will forward information to Kevin.

Finance Committee – Tim noted that only one request for redemption of \$2,000 was submitted on December 15 and was in Kevin's authority to redeem. There were no further requests to consider in January for redemption. The next review will be in July. The Blue Hill Co-op is currently among the top 10 growing Co-ops within NCG and the sales wrap shows fabulous performance in 2023. Kevin has contacted Wegner regarding the Co-op's eligibility for a substantial Employee Retention Credit from Covid stimulus money. Application deadlines have been met and a stringent review process is underway. Wegner has conducted reviews for other Co-ops for this credit. Tim noted that the IRS is cautious in awarding the credit due to frequent fraud in recent years. Cheryl and Jen requested that Wegner document the application process to ensure transparency. The Co-op is waiting for approval from the IRS. The Co-op was able to

demonstrate that the Café suffered a loss of sales during the shutdown, and that is being analyzed for the decision. Tax returns for 2020 and 2021 will need to be amended.

Countdown Plan for Annual Meeting – Jo and Deborah created a master calendar for elections. Jo will forward items for the Board Calendar. Annie, Jenny, and Aaron are up for reelection and affirmed their desire to serve for another term. Per Co-op bylaws, Annual Meeting information must be published within 15-45 days of the meeting. It was noted that the *Harvest Herald* newsletter is available at registers but is no longer mailed. Annual Meeting and election information will be posted on every possible online platform. The committee is focused on the enfranchisement of all owners. They are working with Jennifer Coolidge to locate physical addresses of owners who do not have email to send them election notices. The board discussed areas to post election information around the store in order to reach everyone. Aaron inquired whether increasing voter participation is a goal of the committee. Jo and Deborah affirmed the goal of giving owners every possible opportunity to participate.

Upcoming Meeting Folder – Cheryl noted that most of the board documents arrived by email prior to the meeting rather than being placed in the Upcoming Meeting Folder. Aaron confirmed that he and Jen hold permissions for the folder. Going forward, items for the meeting will be placed in the folder.

Board Meeting Calendar Review – The board reviewed the 2024 calendar for holidays or conflicts with the Board meetings held on the fourth Thursday of each month. Christmas and Thanksgiving were identified as conflicts and the board decided to move the November and December meetings to the second Thursdays. **Holiday meetings will be held on November 14, 2024, and December 12, 2024.** Julia noted that she may not be able to attend the December 12 meeting and another minute taker may be needed.

#### Agenda

D4 Monitoring GM Performance – Jen

C1 Governing Style – Jenny

GM Reporting – B1 Financial Conditions Q4

Meeting Evaluation: No evaluation was given.

Recessed to Executive Session: 7:10 PM – GM Compensation Proposal – Per Aaron's request Kevin remained to present his compensation proposal and answer questions.

7:24 PM Kevin left and the executive session resumed.

Reconvened Public Session: 8:00 PM – **Tim moved to approve the compensation proposal. Deborah seconded the motion. The motion unanimously carried.**

Meeting Adjourned: 8:03 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, February 15, 2024.

Next Board Meeting: Board Meeting Thursday, February 22, 2024, 6:00PM, Blue Hill Co-op, Café.

Minutes submitted by Julia Klein