

Blue Hill Co-op Board Meeting
November 16, 2023, Blue Hill Co-op Café

Board Members Attending: Jo Barrett, Aaron Dority, Deborah Evans, Anne Gilchrist, Annie Silver, Jennifer Traub, Tim Tunney.

Absent Board Member(s): Jenny Brillhart, Cheryl Boulet.

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Seeta John, Ina Schonberg (Cashiers).

Julia Klein, minute taker
Aaron Dority, meeting facilitator, timekeeper
Jennifer Traub, tasks and decisions

Meeting called to order at 6:04 PM.

Approval of Agenda

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

Approval of Minutes

Jo moved to approve the September 28, 2023 BOD Minutes with a correction. Anne seconded the motion. The motion unanimously carried.

Tasks

Strategic Leadership Committee Meeting – Jenny and Anne and Kevin will meet and review the charter when Jenny returns in January.

Open Owner Time

Ina Schonberg, Co-op cashier, introduced herself to the board and shared her curiosity to learn how the Blue Hill Co-op supports food insecure people. She expressed her desire to volunteer in any local initiatives and opportunities and shared her background working internationally on food security with Neba Clusa. She noted that she writes grants and wondered if there were any grants the Co-op would like to pursue. Aaron thanked Ina for her interest and offers and affirmed that the board shares her concerns. Kevin responded that the Co-op currently contributes to the Simmering Pot and the Tree of Life Food Pantry with department buyers purchasing extra to donate. Round-ups for various causes are offered at the registers and Farm Fresh Rewards and the Share program increase access to Co-op food. He noted that donations are requested from the Co-op almost daily. He expressed interest in future sponsorships or partnerships. Jen asked whether the Co-op qualifies for grants as a for-profit organization and Ina suggested looking at USDA grant opportunities. The board commented that Ina could work with the Strategic Leadership Committee. The committee will reach out to Ina.

Jo shared a comment from a friend who complained that it is difficult to shop for gluten-free foods at the Co-op. Jo directed her friend to the Comment Box. Jen noted that she recently directed a flustered customer to the box. Discussion ensued regarding increasing visibility of the box and moving it to the front of the store next to Anita.

Plastics Brief – The board discussed the need for an article in the newsletter regarding plastic and problems such as incorrect composting in Blue Hill. Deborah noted that everything in the store is in plastic bags! Kevin will contact Chickadee Compost regarding commercial composting of take-out materials. Discussion will continue at the January board meeting.

Vote to Fill the VP Role – Aaron nominated Deborah Evans for Vice President of the board. **Jo moved to vote Deborah in as Vice President. Anne seconded the motion. The board unanimously approved and thanked Deborah for her willingness to serve.** Deborah thanked the board for their support and asked for patience as she learns.

Committee Charter Review – Jen opened discussion asking whether any charter was missing which should have been included in the review. Jo noted that only the charter for the Board Development Committee was included and not for the Election Committee. She and Deborah are redrafting the charters to reflect changes in the committees. Tim affirmed that the Finance Committee charter looks good but suggested that the committee could do more to adhere to the charter. The board discussed including Cheryl in the meetings to comply with the requirement for the board treasurer and two additional board members to attend. Aaron and Anne will reform the GM Compensation Committee with Aaron serving as chair. Though the committee should start in October, they will meet in early December to review the charter and process. The board listed all committees.

Board Calendar Draft – Jen adjusted the calendar per election and annual meeting dates from the Development Committee. Deborah and Jo developed a timeline leading up to the June 27, 2024 Annual Meeting including review of the postcard by the board and the slate of candidates. They listed directors up for election this year. It was noted that Cheryl should be included in the board-monitoring tasks in 2024.

Discussion turned to board training with Aaron commenting that it's been a while since the whole board has participated in training. Jen suggested surveying the board regarding helpful topics. Deborah suggested reviewing the 2024 Columinate calendar for ideas. Kevin will send a link for the Principle 6 gathering of Maine co-ops. The board suggested scheduling a training for after the election to include new board members. Jen will research Columinate and other training opportunities, including new-director orientation.

GM Contract/Compensation RFP – Jen opened discussion stating that GM Compensation review is based in part on the Annual GM Monitoring Table, in which comments from board meeting minutes are included. She inquired whether this tool is working well and helpful in the review. Aaron affirmed that it is helpful. Jen noted that she stopped putting dates of submission into the monitoring table because current practice has been working and Kevin informs the board if he will miss a deadline. Aaron felt that submission dates are not necessary. Kevin suggested making this a compliance issue. Jen will fill in compliance columns on the GM Monitoring Report summary.

Board Budget – Tim presented his 2024 Board Budget draft and suggested that the board should take advantage of the funds for board training. The board commented that the Elections and

Annual Meeting budget should be increased. **Deborah moved to approve a Board Budget increase from \$32,300 to \$36,000 pending final edits. Jo seconded the motion. The motion unanimously carried.** Tim will email the edited budget to the board.

Google Drive – A few directors noted difficulties with accessing files on Google Drive, particularly in the Upcoming Meeting folder. Jen and Kevin manage permissions and are available to answer questions. Jen offered to hold a Google Drive tutorial this winter. Tim noted that the Drive is more difficult to use on tablets than on computers.

Board Monitoring

D1 Unity of Control - Anne presented her report on D1 and assessed that it is in compliance. **Annie moved to accept Anne's report on D1 as in compliance. Jo seconded the motion. The motion unanimously carried.**

D2 Accountability of the GM – Annie presented her report on D2 and assessed that it is in compliance. **Anne moved to accept Annie's report on D2 as in compliance. Jo seconded the motion. The motion unanimously carried.**

A Global Ends Statement Review – Annie presented her review of the ENDS. The board clarified the purpose of ENDS and noted that Kevin uses a larger ENDS statement when preparing his Annual Report. Jen will adjust the ENDS review on the board calendar. **Deborah moved to approve Annie's ENDS report as in compliance. Jen seconded the motion. The motion unanimously carried.**

GM Monitoring

B2 Planning and Budgeting – Kevin reported that he has been working with a consultant from NCG on three different budget tools within departments and an operational budget tool. These tools will assist in writing the annual budget. **Jo moved to accept Kevin's report on B2 as in compliance. Annie seconded the motion. The motion unanimously carried.**

B1 Financial Conditions – Kevin reported that sales in July, August, and September surpassed \$3 million. These numbers positively affect the finances. The Blue Hill Co-op has appeared within the top 10 of 265 Co-ops nationwide affiliated with NCG. Growth was at 20% in October and 24% in November. Wages were raised and debts were managed this year. Kevin noted that the Co-op could begin to be profitable within 4 years of opening. He mentioned that shoppers who came to the Co-op during Tradewinds' transition to Hannaford have stayed. Anne commented that she hears complaints that the Co-op frequently runs out of products. Kevin noted that Café sales have been flat due to not enough Café staff to keep up with demand. Jen observed that meat sales have risen since Tradewinds' transition and commented that local shoppers are looking for good seafood.

Kevin went on to report on health insurance stating that the Affordable Care Act demands that applicable full-time employers are required to offer health insurance to full-time employees. He contacted Allen Insurance, which was recommended by other co-ops, for quotes. He explained nuances of the situation noting that the insurance is expensive, at \$200,000 per year in premiums, and various thresholds need to be met such as number of employees participating. Penalties

would apply if the Co-op chose not to offer conventional insurance, but these may total less than the premiums. Kevin will continue to investigate options. **Anne moved to accept Kevin's report on B1 as in compliance. Annie seconded the motion. The motion unanimously carried.**

B7 Communications to the Board – Jo moved to accept Kevin's report on B7 as in compliance. Jen seconded the motion. The motion unanimously carried.

Finance Committee – Tim will schedule a Finance Committee meeting. The Financial Review will be completed before the next meeting.

December/January Board Meeting – Due to the holiday season, the next board meeting has been scheduled for **Thursday, January 11, 2024** from 6:00-7:30 PM. The board discussed notifying Co-op owners via the e-newsletter of the change in date.

Board Meeting Schedule – The board suggested reviewing the current board meeting schedule for 2024.

Agenda

Plastics Brief

Store Budget

Finance Committee

D3 Delegation to the GM - Deborah

B8 Board Logistical Support - Kevin

B9 GM Succession - Kevin

GM Evaluation

GM Compensation

2024 Board Meeting Schedule Review

Election and Board Development Committee Charters

Meeting Evaluation: Weird energy! Sparks of excitement.

Meeting Adjourned: 7:50PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, January 4, 2024.

Next Board Meeting: Board Meeting Thursday, January 11, 2024, 6:00PM, Blue Hill Co-op, Café.

Minutes submitted by Julia Klein