

Blue Hill Co-op Board Meeting
September 28, 2023, Blue Hill Co-op Café

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

Absent Board Member(s): Aaron Dority, Jenny Brillhart

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Wanda Gould, Crystal DeCosta, Angela Faneuf (Co-op Staff).

Julia Klein, minute taker

Jennifer Traub, meeting facilitator, timekeeper

Annie Silver, tasks and decisions

Meeting called to order at 6:00 PM.

Approval of Agenda

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

Approval of Minutes

Jen moved to approve the June 22, 2023 BOD and Annual Meeting Minutes with correction. Anne seconded the motion. The motion unanimously carried. Jen moved to approve the August 24, 2023 BOD Minutes with the addition of adjourning times. Anne seconded the motion. The motion unanimously carried. Jen noted that complaints were raised regarding the delay in posting minutes from the June and July meetings. Jen recommended that the board practice review of the minutes prior to the meetings to avoid delays in approval.

Tasks

-Strategic Leadership Committee Meeting – Anne and Kevin will discuss future leadership of the Committee and connect with Jenny.

-2024 Calendar/Annual Meeting – Jen will meet with the Board Development Committee to clarify calendar and Annual Meeting changes.

-Kevin will meet with health insurance agent for employees.

Open Owner Time

The board welcomed Co-op employees Wanda Gould, Crystal DeCosta, and Angela Faneuf to the meeting. Wanda shared that she is interested in sitting in on board meetings and curious about topics like wages and benefits and who makes decisions. Crystal expressed interest in fostering a link between the employees and the board. Angela also expressed curiosity particularly to understand the decision-making process.

Jen and Jo clarified that the board is not involved with store decisions but exists to ensure that the GM is managing the Co-op according to best practices. They went on to explain policy governance and limits of power and noted that understanding the nuances takes time. Jo explained the evening's agenda. Kevin reiterated his invitation to all staff to come to his office

any time with any questions. He explained consulting and the peer review process. The board thanked the staff for attending and invited them to stay through the meeting.

Board Monitoring

Resignation – The board noted that Jerome’s resignation was not accepted by the board at the August meeting. Jo moved to accept Jerome Lawther’s resignation from the board of directors. Deborah seconded the motion. The motion unanimously carried.

Board Officers – The board clarified the process of instating the vice president as the president of the board. The board agreed that a new vice president is not essential in this circumstance. **Jen moved to install Aaron Dority as president of the board. Deborah seconded the motion. The motion unanimously carried.**

Open Board Seat – Jo shared that she and Tim spoke with Cheryl Boulet regarding returning to the board to fill the open seat. Cheryl expressed excitement to return and was pleased to be invited back. **Jo moved to appoint Cheryl Boulet to fill Jerome Lawther’s board seat for the remainder of the term until 2026. Anne seconded the motion. The motion unanimously carried.** Tim will contact Cheryl regarding the appointment. Jen explained the appointment process to the staff.

C7 Board Principles – Tim shared his assessment that the board is in compliance with policy C7 but suggested reviewing and updating all committee charters. Jen directed the board to the charters and will email a link. Each committee will review its charter prior to the October meeting and prepare suggestions. **Anne moved to accept policy C7 as in compliance. Deborah seconded the motion. The motion unanimously carried.**

C8 Governance Investment – Aaron emailed his assessment that the board is in compliance with policy C8 but noted that the board budget should be discussed and voted on at the October meeting. Jo suggested discussing ways in which the board connects with the owners. The Comment box, posting of the minutes and time and date of the board meetings, open owner time, the annual meeting and prior communication regarding voting were listed as connection points with owners. Jo emphasized the importance of including a comment section in the e-voting software since the board has always valued feedback from owners written on paper ballots. Anne suggested that the board could report on concerns brought up at the Annual Meeting with an article in *The Harvest Herald*. Jen noted that the board could be writing articles for the newsletter as outreach to the owners. After a brief discussion regarding recycling Jen invited employees to join committees such as the Strategic Leadership Committee to assist with the plastic project. Deborah suggested that each committee charter include a statement about communication with owners. **Deborah moved to accept policy C8 as in compliance. Anne seconded the motion. The motion unanimously carried.**

GM Monitoring

GM Monitoring B2 Planning and Financial Budgeting - Kevin highlighted a chart comparing the Co-op’s current financial situation with that predicted in the pro forma when it was written in 2018. The Co-op has just completed year four of the pro forma and Kevin showed that despite wild variables over the four years the Co-op is close to the growth projected with performance

and gross operating income stronger than projected. Jen addressed the tendency to focus on strong sales without recognizing the losses. The board reiterated the importance of the refinancing as it would have been impossible now. Kevin noted 18% growth in September and shared that the Co-op was listed #10 in June and #15 in July in NCG's monthly report among the Stars of Growth acknowledging co-ops with growth over 10%. The Co-op is one of only three in Maine experiencing growth.

The board agreed to review B2 and delay approval until the October meeting. Kevin will prepare the B1 quarterly report as well. Jen inquired whether budgeting for this year will impact the 5-year forecast. Kevin responded that it will. The board thanked Kevin for compiling the reports.

Finance committee - Tim invited the board to comment regarding the board budget prior to the October meeting. Deborah noted annual meeting costs including Simply Voting, the postcard, the pianist, etc.

Minimum Wage Increase – Kevin opened a discussion of the increase of minimum wage to \$15 and staff feedback on the issue. He noted the need to educate the staff regarding the Co-op's obligations to its owners particularly regarding the \$2 million in owner investments. Education is also helpful regarding the co-op structure as it is foreign to many employees. Wages are always compared to benchmarks across the country.

Working Owner Appreciation – Jennifer Coolidge prepared a packet of cards and a template for thanking working owners. The board discussed a plan for filling out the cards. Some directors stayed to fill out cards after the meeting and others may arrive a half hour early for the October meeting.

Agenda

2024 Calendar Draft – Jen

D1 Unity of Control – Anne

GM Report – B2 Planning and Budgeting, B1 Financial Conditions

Board Budget

Meeting Evaluation: Short, efficient, informative particularly regarding the pro forma, and encouraging.

Meeting Adjourned: 7:24 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, October 19, 2023.

Next Board Meeting: Board Meeting Thursday, October 26, 2023, 6:00 PM, Blue Hill Co-op, Café.

Minutes submitted by Julia Klein