

Blue Hill Co-op Board Meeting
November 14, 2024, Blue Hill Co-op Café

Board Members Attending: Jo Barrett, Cheryl Boulet, Jenny Brillhart, Aaron Dority, Annie Silver, Jennifer Traub.

Absent Board Member(s): Deborah Evans, Anne Gilchrist, Tim Tunney.

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

Julia Klein, minute taker

Aaron Dority, meeting facilitator, timekeeper

Jennifer Traub, tasks and decisions

Meeting called to order at 6:01 PM.

Approval of Agenda

Jo moved to approve the agenda. Jenny seconded the motion. The motion unanimously carried.

Cheryl asked about board review of the 2025 Store Operations Budget. Kevin responded that the budget is available but should first be reviewed by the Finance Committee. The board agreed to review the budget at the December meeting.

Tasks and Decisions Check-In

Kevin opened a discussion clarifying the nature of the task list and which topics are recommendations from a single director versus a specific task from the board. Discussion ensued clarifying the process and Jen suggested that the board ask Kevin's input on when and how specific tasks fit his schedule. Aaron noted that the task list ensures that topics aren't forgotten. Discussion turned to the priority of specific tasks and whether some fall within operations. Kevin highlighted the topic of local designation as an example of confusing priority and explained the complexity of executing this task. The board commented that the Strategic Leadership Committee was formed to address this type of topic and could be employed to gather information. **Jenny moved to send local definitions to the SLP Committee for research and discussion. Annie seconded the motion. The motion unanimously carried.** Jo will send input on defining local products to the committee ahead of the January 29, 2025 SLP meeting.

- Jenny will send around the SLP Committee's Ends document.
- Kevin will send Ends examples from other Co-ops.
- The FC will review financial reports on a monthly basis via email including the BS, P&L, Budget to Actual, and cash flow statement. The board will follow Policy Governance for quarterly B1 GM Reporting.
- Board Handbook comments will be placed on a shared Google Doc for the Board Development Committee's consideration.
- Kevin will send the 2025 Budget to the Finance Committee prior to the December meeting.

Approval of Minutes

Jo moved to approve the October 24, 2024 BOD Minutes with edits. Annie seconded the motion. The motion unanimously carried.

Open Owner Time

A director Jenny noted that the café sandwiches now contain more organic ingredients. Kevin responded that this is due in part to updated labeling. He went on to share that the Café has been looking for new bread sources with consistent delivery. Café sourcing was briefly discussed. Discussion turned to Café challenges and Kevin noted that he has worked with 2 separate consultants who offered nearly identical assessments and recommendations. Growth is at its lowest since the inception of the café. Aaron

suggested, given the importance of the Café to the Co-op, that regular detailed updates to the board might allow the board to support Kevin in solving issues and regrowing the Café. Jenny and Cheryl suggested checking in at the January board meeting. Jen affirmed that Café discussions are within the purview of the board due to its financial impact on the Co-op. Kevin offered to produce a written report. The board agreed to hold a café check-in bi-monthly until the café stabilizes.

Board Monitoring

D2 Accountability of the GM – Jenny presented her assessment that the board is in compliance regarding accountability of the GM. **Cheryl moved that the board is in compliance with policy D2. Annie seconded the motion. The motion unanimously carried.**

Ends – Jenny stated that she found the Co-op to be in compliance with the Ends statement. Jo noted lack of clarity around the word “honest”. Discussion ensued regarding how the Ends are to be upheld in the Co-op. Kevin noted that interpretation is subjective but gave examples of how inventory upholds the ends. Jenny will email the Ends document to the board for review. The board agreed to discuss ends for 20 minutes at the December meeting. Kevin will email Ends examples from other Co-ops.

GM Monitoring

B7 Communication to the Board – Kevin opened discussion asking for clarification regarding financial reporting to the board. He stated that the policy governance and the board calendar dictate specific reports at specific intervals, however other information is helpful to the board. He asked whether reporting should adhere strictly to the calendar with quarterly financial reviews only, or whether more frequent financial reports and other helpful information should be included in GM reporting. He suggested that the Finance Committee could review specifics monthly while a summary could be presented to the board. Jen suggested that the Finance Committee’s monthly review could be over email as meeting regularly in-person has been a challenge.

Discussion turned to best practices regarding financial reporting and whether the current policy governance guidelines include sufficient reporting to the board. Jen consulted the Finance Committee charter and noted that no reporting schedule is prescribed. Cheryl commented that monthly reporting to the board is standard among non-profits and feels like best practice and ensures that directors are keeping their fiduciary responsibility. Jen clarified that Kevin’s performance would not be recorded monthly but that the board would simply conduct an informal financial review. Kevin asked whether producing all financial reports monthly is worthwhile. Aaron affirmed that the board needs only a summary while the Committee should review four reports and call attention to trends if needed. Reports noted for review were the Balance Sheet, Profit and Loss, Budget to Actual, and Cash Flow Statement. Kevin affirmed the plan. Jen commented that Tim should be consulted. The board’s official financial review with assessment of Kevin’s performance will continue according to the Policy Governance quarterly schedule. **Jo moved to approve Kevin’s report on B7 as in compliance. Jenny seconded the motion. The motion unanimously carried.**

Finance Committee Update. – The board skipped the update but discussed a schedule for the committee to meet over email to review financial documents. Jen asked Kevin whether he needs anything from the Finance Committee to finish the budget. Tim will be contacted for availability.

Policy Edits - Jen reminded the board that its practice has been to hold suggested edits to policies for discussion in the November board meeting each year. This year held only one edit which was suggested by Annie in her review of policy C6 in June. Upon discussion the board agreed that item E contained outdated language and should be removed. **Annie moved to strike item 3.e. from policy C6, and add to the beginning of 6, “The secretary will ensure the Policy Register and Bylaws are updated and accessible via the shared digital drive”.** Jenny seconded the motion. The motion unanimously

carried. As secretary, Jen, will ensure that the policy register and bylaws are updated and available online to all directors.

Director's Handbook - Deborah and Jo will be re-writing the board handbook in February and requested that the board submit comments prior to the revision. Jen asked for specific prompts for making comments, and Cheryl asked whether Columinate or NCG have a sample board handbook. Aaron reviewed the handbook index and commented that the topics look sound but should reflect the board's current work. Jen will create a shared Google document for the Handbook and email it to the board to review and submit their comments. Adding a list of board resources such as Columinate and NCG was suggested. Jo will use official Co-op histories to replace the current history segment.

Agenda

D3 Delegation to the GM - Jo

Ends Review - 20 Minutes

Draft Board Calendar for 2025

Store Budget

GM Monitoring Reports - B8, Board Logistical Support, B9 GM Succession

Executive Session - GM RFP

Executive Session January and Bimonthly - Café Discussion

Meeting Evaluation: Kum Ba Yah, cynical.

Meeting Adjourned: 7:31 PM

- Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, December 5, 2024.

- Next Board Meeting: Thursday, December 12, 2024, 6:00 Blue Hill Co-op, Café.

Minutes submitted by Julia Klein