

Blue Hill Co-op Board Meeting
January 23, 2025, Blue Hill Co-op Café

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

Absent Board Member(s):

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 6:00 PM

Approval of Agenda

Deborah moved to approve the agenda with additions. Annie seconded the motion. The motion unanimously carried.

Tasks and Decisions Check-In

-Directors will review the list of training webinars Aaron sent. Discussion ensued regarding whether to do a full-board training. The board agreed that a follow-up Zoom session with Audrey would count as training and decided to schedule. Further training needs may be identified through this meeting. The Finance Committee will review Audrey's report prior to the Zoom. Kevin will schedule the meeting with Audrey.

-Kevin will send Simply Voting expense information to Deborah and Jo.

Approval of Minutes

Cheryl moved to approve the December 12, 2024 BOD Minutes with edits. Anne seconded the motion. The motion unanimously carried.

Open Owner Time

Jo shared a suggestion from a Co-op patron to place a sandwich board by the road to advertise Café specials, etc. She shared an experience from another owner in which they watched a person at the register with multiple children try to bag groceries, while two cashiers observed without offering help. Deborah noted that the new baskets greatly improve the sandwich bar making the sandwiches tidy and easier to see. Julia commented on cashier courtesy after recent transactions in which the cashier did not speak until prompted. Deborah noted that nametags, when they are worn, allow for a friendlier atmosphere and enable customers to interact with cashiers by name. The board echoed the benefits of courtesy and nametags.

Board Monitoring

No monitoring reports were presented.

Round-up Recipient – Jo and Deborah opened discussion stating that they would prefer to leave roundup elections separate from the annual business meeting. Annual meeting topics are all dictated by bylaws and specific dates. Any complications can cause a cascade of problems.

Jennifer Coolidge forwarded comments from other co-ops regarding round-up elections. Some co-ops ask owners to nominate recipients every October on a Google form on their websites, offering owners another way to engage in their co-ops. Kevin responded that Blue Hill has used this format for the past couple of years, but it was abused when individuals voted multiple times. The board suggested using Election Runner, used in the general election, noting that the cost may be worthwhile for the integrity of the election which would be election limited to Owners. The board agreed that transparency is important given the amount of funds being given away. Jo and Deborah reiterated the importance of responding to Jennifer with a definitive answer from the board. Discussion regarding details ensued and the board affirmed that the decision to hold a separated election should be Jennifer's. Deborah requested an invoice from Simply Voting to understand actual expenses going forward. **Jo moved that the board keep Change for Good voting separate from the Annual Board Business meeting. Cheryl seconded the motion. The motion unanimously carried.** The board affirmed that they are not recommending a course of action to staff. Kevin explained the process for choosing Round-up recipients noting that after the community vote, staff directs decisions about which organizations are supported during profitable months. Recipients may not re-run for 3 years.

GM Monitoring

B1 Financial Conditions - 4th Quarter - Kevin opened with a Café summary and comments. He shared that meetings were held to implement changes and objectives. New hires have been successful resulting in an immediate 12% increase in sales. The food bar has been well stocked and the seating area full. Consistent kitchen management and adequate staffing are behind the improvements. Kevin expressed that he is still watching closely and hopes to continue the progress. Executive sessions regarding the Café will be held every other month until resolved.

Kevin took questions on B1. Cheryl requested an annual Profit-and-Loss in January for the full year. Discussion ensued regarding the Operations budget. Cheryl remarked on how strikingly close the actual expenditures are to the budget. Kevin noted that membership numbers were just updated with 3,100 active members. 51% of sales are from fully vested owners and owners represent 60% of purchases for the year. The board wondered how being a vacation destination skews membership numbers and sales. Jen noted that the debt-to-equity ratio, though above ideal, is headed in the right direction. **Jen moved to accept Kevin's report on B1 as in compliance. Anne seconded the motion. The motion unanimously carried.** Kevin placed the full P&L on Google Drive in the upcoming meeting folder. Meeting dates for 2025 will be reviewed at the next meeting.

Committee Charter Review – Each committee reported on their charter. The Finance Committee charter is current. The Strategic Leadership Committee charter was updated recently and is current. The combined Board Development and Elections Committee charter is current. Jo will send the updated charter to Jen to file. The GM Compensation Committee – Aaron and Anne – will review their charter and follow up over email.

Finance Committee Update – Jen emailed FC minutes to the board and noted that Kevin is doing a great job working with Bar Harbor Bank to negotiate a CD for surplus cash. Kevin will check to see if a letter was sent notifying owners that dividends were not authorized for 2023. Jen compiled a table of redemptions which are currently eligible but not yet requested. The Co-op

has 29 days of cash on hand, but this would be reduced by half if all investments were redeemed. \$250,000 is available to navigate redemptions upon request. The board asked Kevin if the IRS has communicated a decision regarding the Employee Retention Credit. Kevin responded that he checks daily but no word has come. The ERC is delayed, and the IRS is backlogged with the program. He commented that it would be a game changer if it materializes.

Board Calendar 2025 Meeting dates – Jen noted that in 2024 the 4th Thursday in April conflicted with spring break plans for several board members. Discussion ensued and the board decided to move the April 2025 meeting to Thursday, May 1, 2025. Jen will send the date change to Kipp for publication and will update the upcoming meeting folder. She will send calendar invitations to the board.

Agenda

D4 Monitoring GM Performance - Tim

C1 Governing Style - Aaron

GM Monitoring Report B3, Asset Protection

Finance Committee Update

Confirmation from Incumbent Candidates for Ballot – Jen, Deborah, Tim

Café Discussion

Meeting Adjourned: 7:13 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, February 20, 2025.

Next Board Meeting: Thursday, February 27, 2025, 6:00 Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein