

**Blue Hill Co-op Board Meeting**  
December 12, 2024, Blue Hill Co-op Café

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

Absent Board Member(s): Tim Tunney.

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Audrey Griffin (Wegner CPA), Mia Strong (Owner).

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

**Cheryl moved to approve the agenda with a change. Jenny seconded the motion. The motion unanimously carried.**

Tasks and Decisions Check-In

- The Finance Committee will meet regarding the Store Budget.
- Jen will find the bylaw question for feedback from Audrey.
- Directors will review the list of training webinars.
- Jenny will ask Jennifer Coolidge for training suggestions.
- Jen will check with Kevin about allocating GM Monitoring for the 2025 calendar.
- Jen will create a 2025 list of Board meeting dates following this year's template.
- Kevin will talk with Jennifer Coolidge about how other Co-ops handle Change for Good voting.
- Directors will send feedback on Ends wording to the SL Committee.

Approval of Minutes

**Jo moved to approve the November 14, 2024 BOD Minutes with edits. Anne seconded the motion. The motion unanimously carried.**

Open Owner Time

Mia Strong shared her recent experience at the checkout with several cashiers who have not been welcoming nor asked whether she wanted to round up. She asked about training for cashiers. Jo commented that she is uncomfortable when she hears shoppers asked if they are owners and, if it happens that they are not owners, they are not welcomed and thanked for shopping with us. Kevin responded that each cashier is challenged to achieve the most donation roundups and new member signups each month. Only one cashier wins every time with almost 1500 transactions being rounded up. The board wondered if owners are going to her register because she is so friendly and commented that friendliness and thankfulness go far.

Jen shared a concern from a community member regarding café operations and food safety protocols. Kevin responded that several Café staff are Safe-Serve protocol certified and more are

being sent to food safety courses. He went on to share that he received an email with a food safety concern around Thanksgiving and consulted the food inspector to review the situation. He was advised that where there was only one complaint it is hard to source the problem since the Co-op cannot control how the food was handled once it left the building.

Wegner Auditor Audrey Griffin – Audrey introduced herself and shared her history as auditor for Wegner, Columinate, and independently working with food Co-ops across the nation. Her work focuses on training GMs in finances, evaluating internal controls for deficiencies in financial reporting. After spending two days at the Co-op interviewing staff and observing all aspects of the store, she will return a report with a long letter to the board explaining her assessment. In her initial comments she stated that she did not find any major crisis and will be recommending small tweaks to improve performance. She recommended hiring a finance manager to relieve Kevin and improve segregation of duties. For a co-op this size she recommended one full-time, four-year degree accountant to oversee finances and be accountable to the GM. She will send a draft of the letter in a week or so and then be available for a Zoom call to interact and ask questions about the letter. She congratulated the Co-op for its beautiful store and commented that everyone she interacted with was friendly, available to talk and answer questions, and happy to work with her. She stated that after this session she is always available for talks less than 30 minutes and via email. Her recommendations will be adjusted if a finance manager is hired. She noted that she often works with local accountants training them in Co-operative accounting.

Audrey took questions from the board. Cheryl asked if a sample job description would be available. Audrey responded that she gave descriptions to Kevin and Jeanie. Jen asked how frequently Audrey recommends a full audit. Audrey responded that a full audit is recommended if a GM turns over but if the turnover is fast the business should wait a year before performing an audit to avoid complication. It is important for an outside observer to evaluate new GM systems. Audits are also recommended in capital campaigns and large construction projects. Audits should be performed the year the project goes into service since records are difficult to track down later. She went on to comment that audits are becoming rare due to a deficit in CPAs and the expense. NCG is considering removing the requirement for financial review. Jen asked about allocation of net losses. Audrey will review the Co-op's bylaws on allocation of net losses and provide an interpretation. Discussion ensued and she commented that consumer co-ops don't typically allocate losses but there may be a conflict with the bylaws. Jen will check bylaws. The board commented that no audits were done since construction however the cost segregation study would provide excellent records.

### Board Monitoring

D3 Delegation to the GM – Jo shared her assessment that the board is in compliance with Policy D3. **Annie moved to accept Jo's report on D3 as in compliance. Deborah seconded the motion. The motion unanimously carried.**

### GM Monitoring

B8 Board Logistical Support, B9 GM Succession – Kevin took questions from the board. Jo stated that she would like to see a stipend for the staff who is trained and ready to step in as interim GM if needed. Kevin responded that this preemptive compensation is not the industry standard, however if this person became the interim GM their salary would increase accordingly.

Discussion ensued. Jo emphasized that this staff is accepting increased responsibility. The board affirmed that the decision regarding compensation is Kevin's. Kevin suggested that he can ask about the issue in a GM forum and thanked Jo for the suggestion. He commented that he plans to hire a finance manager. The position will begin as part-time, possibly remote, and will grow as the Co-op grows. **Cheryl moved to accept Kevin's report on B8 as in compliance. Jen seconded the motion. The motion unanimously carried. Anne moved to accept Kevin's report on B9 as in compliance. Jenny seconded the motion. The motion unanimously carried.**

Finance Committee Update – The board tabled the update but will review the budget.

Board Calendar – Jen presented the board calendar noting that board monitoring tasks were reallocated for the new year. Tim is scheduled for the next report but may need to switch. No reports are scheduled for January. Kevin will report on B1 for Quarter 4 in January. Jo commented that Annual Meeting dates should be set to allow Kipp time to process PR. Thursday, June 26, 2025, was chosen for the Annual Meeting. Jen will adjust the calendar to reflect election deadlines accordingly. Cheryl suggested moving the November and December board meetings two weeks earlier again in 2025. Jen will adjust the calendar and noted that Kipp and Sarah will appreciate being able to post the whole list of meeting dates for the year.

Discussion turned to board education with the comment that not many trainings were attended last year. Training options were discussed including the CCMA conference for the whole board, or others suggested by Jennifer Coolidge last year. A board retreat was mentioned. The board asked Mia Strong how retreats were conducted in the past. She noted that the retreat replaced the regular monthly meeting. The board agreed that a retreat to process the letter from Audrey Griffin/follow-up Zoom would be helpful. Jenny encouraged the board to review the webinar options and determine which offerings would be valuable to put on the calendar. Jenny will ask Jennifer Coolidge for suggestions.

Voting Questions from Jennifer Coolidge – The board discussed a concern raised by Jennifer Coolidge regarding whether asking owners to vote when the number of open seats matches the number of incumbents results in voter apathy. Jo and Deborah responded that the Co-op's percentage of voter participation is already high. However, PR regarding the opportunity for owners to collect signatures and appear on the ballot should start around 90 days before the election, around March, allowing owners 30 days to collect signatures. Jo highlighted a bylaw problem in which it is stated that an owner desiring to be on the ballot should give signatures to the Co-op, but does not clarify who they should be given to.

Round-up Candidates – The board discussed a suggestion from Jennifer Coolidge to include Change for Good Round-Up candidates on the Annual Meeting ballot. The board raised concern that many non-owners who round up would not be given a vote. Policy regarding balloting and the annual meeting was consulted and the board agreed that this meeting and vote are specifically for board business. The Round-Up is valuable as a community effort and to encourage buzz about the Co-op, but the vote should be conducted separately. Kevin suggested using Survey Monkey, commenting that Jennifer Coolidge researched voting platforms but found

them to be expensive or potentially lacking integrity. Kevin will ask Jennifer to research how other Maine Co-ops conduct the Change for Good vote and send information to the board.

Ends – Jenny opened discussion regarding Ends wording. Jo raised concern about the meaning of “honest food” and local food designations. The Strategic Leadership Committee plans to discuss local food categories at their January meeting. Jo will send recommendations regarding “honest food” wording to the committee. The committee will review and wordsmith the Ends and submit them to the board for discussion and approval at the February BOD meeting. Questions from the board may be sent to the Committee. It was suggested that the Ends be placed in the Vision Column of the Strategic Plan document.

Jen asked about goals for 2025 highlighting the plan to move to a \$16/hour entry wage. She asked whether the plan to hire an HR manager would shift to hiring a finance manager. The committee responded that the Co-op has been attaining metrics easily on time or before the goal. The strategic plan will be revisited annually to assess goals attained and the document will be updated quarterly to reflect changes.

The board thanked Mia Strong for participating in the meeting!

#### Agenda

GM Monitoring Reports: B1 Financial Conditions Q4

Committee Charter Review

Finance Committee Update

Executive Session January and Bimonthly - Café Discussion

Recessed to Executive Session: 7:27PM - GM Compensation. Kevin remained to answer questions and left at 7:38PM.

Returned to open session: 8:07PM - **Anne moved to approve the GM compensation proposal as modified. Cheryl seconded the motion. The motion unanimously carried.**

Meeting Adjourned: 8:09 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, January 16, 2025.

Next Board Meeting: Thursday, January 23, 2025, 6:00 Blue Hill Co-op, Café.

Minutes submitted by Julia Klein