

Blue Hill Co-op Board Meeting
February 27, 2025, Blue Hill Library, Elvira Bass Room

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

Absent Board Member(s): Jenny Brillhart

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Audrey Griffin (Wegner CPA) via Zoom.

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

Meeting called to order at 6:20 PM

Approval of Agenda

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

Tasks and Decisions Check-In

The board reviewed tasks and decisions.

Approval of Minutes

Annie moved to approve the January 23, 2024 BOD Minutes with edits. Jo seconded the motion. The motion unanimously carried.

Open Owner Time

Tabled to allow time for meeting with Audrey Griffin.

Board Monitoring

C1 Governing Style - Aaron presented his report on policy C1 and shared his assessment that the board is in compliance. **Anne moved that the board is in compliance with policy C1. Jen seconded the motion. The motion unanimously carried.**

D4 Monitoring GM Performance - Tim shared his report on D4 and noted that the board is not in compliance with item 5, as of this meeting. The board discussed a plan for compliance in which the board will review the 2024 GM Monitoring Table in executive session after the December comments are entered. **Cheryl moved that the board is in compliance with policy D4. Anne seconded the motion. The motion unanimously carried.** The board consulted with Kevin and decided that the table will be reviewed at the March meeting since GM compensation has already been finalized.

GM Monitoring

B3 Asset Protection – Kevin reported that several insurance policies will renew this quarter. He went on to report that \$250,000 was moved into a CD at Bar Harbor bank to increase earnings from interest. He commented that the Co-op has avoided tapping into the line of credit for the

second year in a row since mid 2023. \$25,000 was moved from savings to cover the impact of snow days on cash flow. Savings will be refunded as soon as cash allows. Cheryl noted that payment of employee payroll tax is now required up front, unlike previously, and impacts cash flow. Jo commented on her surprise that insurance coverage has not increased considering inflation, etc. Kevin responded that he depends on the company to give accurate recommendations regarding coverage. Tim asked how many Workman's Compensation claims are typically filed. Kevin responded that the number is low, and only one was claimed this year. Cheryl asked whether the insurance coverage has grown with the Co-op. Kevin responded that financial statements are submitted yearly when the policies renew. **Tim moved to accept Kevin's report on policy B3 as in compliance. Jo seconded the motion. The motion unanimously carried.** Kevin shared that the employee handbook is currently with attorney Jeff Spaulding to check for legal compliance.

Annual Meeting and Elections – Deborah inquired whether Jen and Tim intend to run in the upcoming election and confirmed her own intention to run. Tim shared that he has decided not to run after nine years of board service, as family and work obligations have increased. The board thanked Tim for his years of service. Jen requested time to consider. The board discussed procedure for nominating new directors. The board will think of community members to approach to consider board service. The list of names will be vetted prior to the April 27, 2025, the deadline for nominees. Aaron recalled that a spreadsheet of names was compiled and could be located and consulted.

Jo presented a proposal for revising the “Did You Know You Can Get on the Ballot?” page on the Co-op website. The revision clarifies the petition process. She emailed the proposal to the board for review. Kipp will change the website and Jen will make edits to the PDF. Petitions are due 60 days prior to the election.

Presentation and Q&A with Audrey Griffin, CPA of Synergy Accounting – The board met with Audrey via Zoom to review her Internal Controls Assessment. Audrey took questions and Kevin shared actions he is taking per her suggestions. Several areas were identified for board oversight and a list of responsibilities will be compiled.

Bylaw Question – The board discussed with Audrey at length the bylaw question they submitted to her. She responded via email prior to this meeting noting that she is not an attorney and cannot give legal advice. However, from an accounting perspective, she included several points in which the bylaws should be interpreted or rewritten to clarify requirements. She expressed concern that some requirements could limit the actions of future boards in response to unforeseen difficulty. She recommended consulting an attorney with experience working with co-ops, and familiar with Maine tax requirements for co-ops to address these issues. Jen noted that bylaw change recommendations for this election cycle must be decided by April. The board authorized Kevin to contact an attorney to review the bylaws flagged by Audrey as problematic. Kevin will seek an attorney, possibly from Columinate, who is familiar with both co-op and Maine state tax laws. Audrey reminded that board that she is available for further discussion, though not in April.

Discussion turned to board education with a focus on Co-op tax law. It was suggested that Mia Strong may have insight regarding how the bylaws were applied to dividend payments in

previous years. Kevin will update the board regarding implementation of Audrey's recommendations in three months at the May meeting.

Finance Committee – The update was tabled since the committee does not have information for a recommendation regarding dividends. The committee is considering eligible redemptions and has not made a recommendation. The board inquired regarding the ERC tax credit. Kevin responded that he has not heard a determination and is planning that it will not materialize.

Strategic Leadership Committee – Annie reported that the committee met, and Jenny submitted notes to the board. She shared about the 3rd annual chili cookoff held on February 9, 2025. \$570 was raised and split between Tree of Life Food Pantry and the Simmering Pot. Anne noted that Kevin is working to compile strategic planning items he's already accomplished and goals for 2025-2030. The next SLC meeting will be in May.

Board Email – Aaron reminded the board to watch email for board business between meetings.

Agenda

C2 The Board's Job - Anne
GM Monitoring Report - Ends Report
2024 GM Monitoring Table Review
Finance Committee Update
Café Discussion

Meeting Adjourned: 8:29 PM

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

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

Minutes respectfully submitted by Julia Klein