

**Blue Hill Co-op Board Meeting**  
March 27, 2025, Blue Hill Co-op Cafe

Board Members Attending: Jo Barrett, Jenny Brillhart, Cheryl Boulet, 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), Claire Mortimer, Juni Charlton, Susan Brookman (Owners).

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

Meeting called to order at 6:05 PM

Approval of Agenda

**Deborah moved to approve the agenda with changes. Jen seconded the motion. The motion unanimously carried.**

Tasks and Decisions Check-In

- The board will research board training options post-tax season.
- Kevin will follow up with internal controls at the May meeting.
- Aaron will distribute Claire's envelopes to directors
- The board will consider asking Kevin for a food safety protocol report at a future meeting.
- Kevin will include an excerpt from the Ends Report in the Annual Report.
- The Finance Committee will establish minimum cash days on hand for the predictive tool.
- The Finance Committee will review suggested bylaw changes explanations at the April meeting if the lawyer responds in time.
- Jenny and Anne will talk with Jennifer Coolidge about the annual party.
- Jo will follow up with Jennifer Coolidge regarding ownership by household vs. individual.

Approval of Minutes **Jo moved to approve the February 27, 2025 BOD Minutes with edits. Jenny seconded the motion. The motion unanimously carried.**

Open Owner Time

The board invited Claire Mortimer to speak. Claire began by asking whether all directors had received her information packets. Aaron affirmed that he had communicated the contents to the board but that he and Kevin had decided that distributing copies to the board was not necessary since this is an operational concern rather than a board responsibility. Claire responded that she considered this as interference with her right to communicate with the board. She went on to explain that she and her son ate from the same thanksgiving meal from the Café, became extremely ill, and she is still suffering. She stated that she is aware of other food poisoning cases from the café. She went on to state that she had asked for an investigation but claimed she never received a response.

Kevin responded that he followed food safety protocol by immediately contacting the food safety inspector, John Morris. John advised that investigation is not warranted unless multiple cases of food poisoning are reported, since the store is not responsible for how food is handled after it leaves with the customer. No other customers reported poisoning though dozens of thanksgiving meals were sold. Kevin and the board affirmed that individuals who suspect food poisoning must report their name and the date the item was purchased directly to the Co-op. Aaron agreed to distribute Claire's letters to directors. The board urged Claire to send those who suspect food poisoning to Kevin. The board will consider asking Kevin for a report on food safety in the future.

The board offered Juni Charlton opportunity to speak but she responded that she came to listen to the meeting.

The board welcomed Susan Brookman who came to observe the meeting.

#### Board Monitoring

C2 The Board's Job - Anne presented her assessment that the board is in compliance with C2. She expressed concern regarding board training and confirmed that the newer directors have participated in training sessions. **Tim moved that the board is in compliance with policy C2. Jo seconded the motion. The motion unanimously carried.**

#### GM Monitoring

Ends Report – Jo expressed her pride and delight over the Co-op's growth recounted in Kevin's report. She forwarded it to the donor who provided solar panels for the new building. **Anne moved to accept Kevin's report on the Ends with great appreciation. Deborah seconded the motion. The motion unanimously carried.** Tim suggested posting a copy on the bulletin board and website and including it in the Annual Report, noting that it provides a way to look at the year backwards and ask whether the Co-op fulfills its ends. The Strategic Leadership Committee is still working on Ends wording, "healthful," and "honest." A new sign in the produce section tells how many items are local and defines local as Maine-produced. Produce signs include the names of farms and their towns. Jennifer Coolidge is highlighting local farms who sell at the Co-op. Jen suggested including this signage in Café offerings. The board gave Kevin a hearty "well done!"

Finance Committee Update – Jen, Tim, and Cheryl met twice recently, and Jen will submit notes to the board. Tim reported on net operating income and wages, noting that the Co-op has not relied on the line of credit for two years and has increased savings. The committee is waiting for the financial review from Wegner before determining the timing of the upcoming redemption. Kevin shared exciting news that the Employee Retention Credit finally arrived after he had given up hope. The Co-op received three out of five rounds with confirmation that the other two will arrive shortly. The Co-op is now in a great position to consider current and future redemptions, and possibly dividends. Tim affirmed that this good news comes with the responsibility of handling the tax credit with good stewardship. The Committee is waiting to hear about how the net loss should carry forward. Once the financial review is complete the Committee will make a recommendation regarding dividends. The board praised Kevin for his determination in pursuing the ERC credit and Cheryl for ensuring accuracy in the process!

The board went on to discuss current and future redemption eligibility, and days of cash on hand. NCG requires a minimum of 10 days of cash on hand. The committee will establish a minimum number of days of cash on hand to use as a predictive tool for determining payment of redemptions and dividends. The board emphasized the importance of being able to pay patronage dividends for the health of the Co-op. Financial updates will continue over the next few meetings.

Bylaw Review – The bylaws questioned by Audrey Griffin were sent to Jade Barker for review. Jade agreed with Audrey but reiterated that she is not an attorney. Kevin sent the bylaws to Jeff Spaulding. The bylaw proposal must be completed by April 27 to appear on this year’s ballot. The Finance Committee will review Jeff’s suggestions over email mid-April and will offer a recommendation for board approval at the April (May 1) meeting. The board agreed that the revision can wait for next year’s ballot if the attorney does not respond in time. Jen noted that proposed bylaw changes should be presented on the ballot in layperson’s language.

Annual Meeting and Elections – Jo shared that instructions to owners to apply for a seat on the board appeared in this issue of *Harvest Herald* as well as on the website. Kipp converted the application for use online. A PDF of the application is now submitted directly to Jo and Deborah. Owners applying for board seats are asked to fill out a petition with 25 signatures submitted to Kevin for verification that signers are valid owners in good standing. The board thanked Jo and Deborah for revising and updating the process.

Annual Celebration – Anne, Jenny, will work on a celebration plan with Jennifer Coolidge. They will contact Edie Dunham to play the piano and arrange for food from the Café as well as wine and beer from the store. Aaron suggested that the board consider other attractions to encourage attendance. Deborah recommended inviting a guest speaker, perhaps on the topic of raw milk in honor of June being National Dairy Month. Jennifer Coolidge suggested a barbecue outside with a band. The committee will explore options.

Café Update – The Café update was tabled for the April (May 1) meeting, to allow Kevin to prepare a report.

### Agenda

C3 Agenda Planning - Annie  
GM Monitoring Report – B1 Financial Conditions Q1  
2024 GM Monitoring Table Review  
Finance Committee Update  
Café Discussion

Recess to Executive Session – 7:11 – Board Candidate Discussion, GM Evaluation/Monitoring Table Review.

Re-enter Open Meeting – 7:30 PM

**Board Candidate Nomination - Anne moved that the board nominate Susan Brookman as a candidate for the slate of directors in the election. Annie seconded the motion. The motion unanimously carried.**

Meeting Adjourned: 7:31 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, April 24, 2025.

Next Board Meeting: Thursday, May 1, 2025, 6:00 Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein