

**Blue Hill Co-op Board Meeting**  
July 24, 2025, Blue Hill Co-op Cafe

Board Members Attending: Jo Barrett, Cheryl Boulet, Jenny Brillhart, Susan Brookman, Deborah Evans, Annie Silver, Jennifer Traub.

Absent Board Member(s): Aaron Dority, Anne Gilchrist.

Others Attending: Julia Klein (Minute Taker), Kevin Gadsby (General Manager), Jennifer Coolidge (Ownership and Events Coordinator), Greg Paulmier (Owner), Kathy Kling (Flowers for Neighbors).

Julia Klein, minute taker

Deborah Evans, 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 with changes. Jenny seconded the motion. The motion unanimously carried.**

Board Tasks

- Annual Meeting Minutes will be reviewed at the August meeting.
- The board will review BOD minutes to provide clarity to Kevin on the board's request for cafe updates.
- Kevin will draft a letter for the Treasurer to sign to remove former employees from the banking account.
- SLC will review the Weaver's Way ends statement and draft options and recommendations for board review ahead of September.
- Jo will submit election results with a note.
- Kevin will assign Susan a Co-op email address.
- Jen will schedule a Google Drive tour with Susan.
- The board will consider a way to honor Tim's service.
- Annie and Jenny will cover minutes for the August and September board meetings while Julia is away.

Approval of Minutes **Annie moved to approve the May 22, 2025 (May) BOD Minutes with edits. Jen seconded the motion. The motion unanimously carried.**

Open Owner Time Jennifer Coolidge shared that she was inspired at the National Cooperative Conference in May by other Co-op's work with non-profits and felt that it was important to do more education about the organizations chosen for round-up recipients. She invited Kathy Kling from Flowers for Neighbors to introduce August's round-up. Kathy thanked the Co-op for choosing her organization. She shared the origins of Flowers for Neighbors noting that last year they provided 1100 flower arrangements from their own gardens to homebound people all over the peninsula. She shared the excitement and appreciation recipients express when their flowers arrive. The Co-op Café will be hosting a flower arranging workshop.

Greg Paulmier expressed that he is happy to be here and as well as his appreciation to the Co-op for stocking his blueberries. He asked how other farms might learn about selling their products at the Co-op. He also encouraged the board to learn about public banking, stating that public banking keeps money local. The board thanked him for his comments.

### Board Monitoring

C6 Officers Role – Jen shared her notes and assessment that the board is in compliance with C6. She noted that the president is authorized to make decisions about what information comes to the board. She commented that the board is successfully using Google Drive for organization. She suggested compiling a list of secretary tasks and record-keeping requirements for the new secretary. **Cheryl moved to accept C6 as in compliance. Jenny seconded the motion. The motion unanimously carried.**

### GM Monitoring

B1 Q2 Financial – Kevin shared that financials are looking good. He noted that the B5 report was not on his office calendar. The board moved the B5 report to the August meeting. Cheryl asked about a Café update. Kevin requested that the board detail specific areas of concern. He went on to share that the Café is recovering from a performance dip in sales and will likely always have fluctuations in growth. He expressed the difficulty of keeping employees and shrinking loss. A manager position is posted on several sites and Kevin shared his hope that the right manager can take the Co-op to its potential. He reached out to a café specialist. Discussion ensued and the board thanked Kevin for the helpful information. The board will review minutes and clarify metrics to check in with the Café. **Jo moved that the board accept Kevin's report on B1 as in compliance. Cheryl seconded the motion. The motion unanimously carried.**

Finance Committee – Jen gave an update from the (June) Finance Committee (FC) meeting sharing that bylaw changes for the 2026 ballot were discussed. Jeff Spaulding was sent language from Audrey Griffin, and he drafted suggestions. The FC recorded questions about the recommendations. Jeff will attend the September 19 FC meeting to discuss the recommendations and address questions. The whole board had considered meeting with Jeff, but it was decided that the small committee discussion would be ideal.

Recommendations from the July FC meeting were sent to the board regarding investment dividends and patronage dividends. The board had authorized Kevin to redeem eligible investments upon request which he did a couple of times. The Committee was waiting for the completion of the financial review at the time of the meeting. Once it returned, the committee developed recommendations based on 2024 financial numbers for paying investment dividends for 2024. Kevin noted that the B1 cash flow indicates that numbers should remain stable after paying out. The committee also explored whether to prorate dividends for investments redeemed during 2024. Discussion ensued regarding future payment of patronage dividend, and it was noted that it should be paid before taxes are filed for the year. Patronage dividend will be considered year by year after the financial review to assess feasibility of payment.

Recommendations from the Finance Committee are as follows:

Investment Redemption – **Jo moved, per the Finance Committee’s recommendation, that the board authorize the Co-op to call due all investments eligible for redemption as of February 2025. Jenny seconded the motion. The motion unanimously carried.**

Remaining Investments – **Cheryl moved, per the Finance Committee’s recommendation, that the board authorize Kevin to redeem any shares that become eligible for the remainder of 2025 upon investor request. Jen seconded the motion. The motion unanimously carried.**

Prorated Dividends – **Cheryl moved, per the Finance Committee’s recommendation, that the board authorize investment dividends for 2024, including pro-rated dividends for owners who held investments for part of the year. Deborah seconded the motion. The motion unanimously carried.**

Patronage dividends – **Jo moved, per the Finance Committee’s recommendation, that the board will not authorize patronage dividends for 2024. Deborah seconded the motion. The motion unanimously carried.**

Kevin reported that the first CD matured and he put it into a 6-month CD at the best rate. The initial \$250,000 has earned \$5,700. The CDs will stay staggered at 3, 6, and 9 months to maturity. Kevin went on to note that when he checked on the bank accounts, he discovered that two former employees were still listed as signers and should be removed. Kevin will draft a letter to the bank to remove the names from the accounts. Cheryl will sign the letter as board treasurer.

Strategic Leadership Committee – Annie sent out minutes from the SLC meeting. Cheryl recommended reviewing the Ends statement from Weaver’s Way Co-op for ideas on language revision. Kevin developed a version of the ends compiled from other Co-ops. The Committee will bring ends statement draft options to the September Board meeting for review. The board expressed appreciation for the community approach to providing mugs and silverware at the Café.

Annual Meeting – Jo shared election results and her concern that 342 owners did not receive the invitation to vote due to invalid email addresses. The election was announced in the *Harvest Herald* in lieu of sending postcards. Stacks of ballots paperclipped to envelopes were provided at the registers with a red box to receive ballots by the door. Deborah commented that the effort was put into ensuring all owners were given a chance to vote and that most of the invalid emails were outdated. Jennifer was actively working to update information, but these owners may be unreachable. Despite this, voting participation rate grows each year. Jo expressed that she is unsure how to calculate the participation rate due to the invalid emails, but 16.9% of those who received a ballot voted and 20 were paper ballots. Discussion ensued. **Cheryl moved to accept the 2025 election results seating Deborah Evans, Jennifer Traub, and Susan Brookman on the board for three years of service. The motion unanimously carried.** Jo will submit the election results with a note. The board congratulated Susan and thanked Deborah and Jen for their continued service. Kevin will assign Susan a board email address and include her in the group email. Jen will meet with Susan and train her on Google Drive. Kevin will review access, and the board agreed that Tim should still have access to the Finance Committee portion of Drive.

Election of Officers – Nomination of officers was as follows: Aaron for President, Deborah for Vice President, Cheryl for Treasurer, Annie Silver for Secretary. **Jenny moved to elect the slate of officers as presented. Jo seconded the motion. The motion unanimously carried.**

Annie requested secretary privileges to Google Drive.

Jo shared her sadness that Tim was unable to attend the Annual Meeting and that she had hoped to publicly acknowledge his wonderful contributions to the board. Discussion ensued and Cheryl noted that the library board recognizes outgoing Board members in their newsletter. The board decided to acknowledge Tim's service in the *Harvest Herald*. Susan commented that she would like to read through Board documents and see what the committees have been up to. Cheryl invited her to consider joining the Finance Committee.

August and September Minutes – Julia shared that she will be traveling over the August and September board meetings. Annie and Jenny volunteered to take the minutes.

Building Improvement – Kevin expressed the need for a light shield over the windows which overlook produce and cause damage. The improvement would be both aesthetic and functional ranging from \$6,000-\$9,000, and outside of the operations budget. UV film on the windows has been tried to reduce the natural light but was insufficient. A covered walkway was originally planned but removed to tighten the budget. Kevin received a quote from the architect for using the same awning as on the front of the building. Installation would be needed. Cheryl questioned whether this would be the most effective solution since light still comes through. The Architect believes it would diminish the direct light.

### Agenda

Annual Meeting Minutes Review  
C7 Board Committee Principles - Jenny  
B5 Treatment of Customers - Kevin  
B6 Staff Treatment and Compensation - Kevin

Recess to Executive Session: 7:36 PM

Executive Session - Personnel

Return to Open Session: 7:39 PM

Meeting Adjourned: 7: 49 PM

Due Date for the Board Packet: Items for the Board Packet will be due on Thursday, August 21, 2025.

Next Board Meeting: Thursday, August 28, 2025, 6:00-7:00 Blue Hill Co-op, Café.

Minutes respectfully submitted by Julia Klein