

## Blue Hill Co-op Board Meeting Minutes

Tuesday, December 16, 2008

6:30-9:00pm, Blue Hill Public Library

Attending: Becky McCall (facilitating), Gail Bartlett, Deborah Wiggs, Erich Reed, John Vincent, Bob Sullivan, Chip Angell, Marianne Vandiver, Karen Doherty (General Manager), Brian Loring (Front End Manager), Heather Albert-Knopp (Minutes-Taker)

### Last Month's Meeting Minutes

Minutes of the November 2008 meeting were approved with amendments.

### Time Open to Owners

No owners that are not Board members appeared to speak

### Calendar Draft (Marianne)

Marianne presented a draft Board calendar for the year. Minor changes were made to the draft. **Add to next month's agenda: discussion of future Board education.**

### Board address on website (Gail)

Gail proposed that rather than listing individual Board emails on website, have one email address ([board@bluehill.coop](mailto:board@bluehill.coop)) which would channel all incoming email to the Board Secretary. The group discussed whether this would limit communication or enhance it. All Board member names will still be listed. Email messages are considered part of the co-op's records, and the Secretary can keep them on file. **The Board agreed to have one Board email address on the website, which will go to the Secretary. Gail will communicate this decision to responsible parties. Phone numbers will be withheld from the website for those who don't want them listed.**

### Future Meeting Place (Becky)

Board members had considered moving meetings from the library into a member's home. **The Board decided to continue meeting in a neutral place, such as the library.**

### Discussion: Developing clarity and a shared vision for where we are in the process regarding expansion/relocation (Gail)

Karen presented a flow chart to clarify the process of expansion and relocation. The chart clarified that the market study and feasibility study are one and the same. This study is currently being conducted by Deb Suassana (Cooperative Development Institute) and will be completed in January or February. The Board clarified when Karen needs to come to the Board for decisions: if and when she violates policy; if a decision will lower the co-op's net profit below 1%; for expenditures more than \$5000. The Board also discussed whether contracting with CE Pugh (Development Cooperative) to work with the co-op on business improvement is a "trade payable," and therefore under Karen's jurisdiction to initiate the contract without approval by the Board. **The Board agreed that the decision to contract with CE Pugh on business improvement is a "trade payable" and therefore Karen's decision. Clarification: this decision is in regards to contracting with CE for business improvement, not relocation assistance.** The Board also discussed policy D1 and its reference to restricted funds. Currently \$33,000 in CD falls in the

“restricted funds” category, though it is unclear why those funds are restricted. **John expressed a concern that restricted funds are an unnecessary limitation on the General Manager and her ability to manage operations.** The current D1 policy also implies that savings accounts could be restricted, though the co-op’s current savings accounts are operational accounts and not restricted. **The Board agreed to delete the following phrase under D1.2: “from cash reserves or other restricted accounts, such as a savings account.” With this change, D1.2 now reads: “The General Manager may not cause or allow the use of restricted funds without prior Board authorization.”** Distinguishing the line between governance and operations is a topic the Board will continue to explore in the future.

#### Nominating Committee Report (Gail)

By January 31<sup>st</sup> the committee will decide whether or not to fill the vacant Board position. The committee plans to develop a clear process for filling vacancies. Erich resigned from the committee and Becky agreed to serve. **Gail requested suggestions of people who might fill the vacant Board seat. At the January Board meeting the Nominating Committee will bring a decision on whether or not to fill the position, and if they decide to proceed they will bring prioritized recommendations for filling the position.** Several Board members expressed their support for filling the position.

#### General Manager’s Report (Karen)

Karen asked for feedback from the Board on what they would like to see in GM Reports. Board members expressed their appreciation of the report content and having a window into store operations. Members suggested including strategic plans, goals, ends, and industry trends. Looking at other co-ops’ Board minutes could give insight on information they’re getting from the GM, how they discuss ends, and more.

#### Governance Policy Reports

##### *D6 – Management Continuity (Gail)*

Karen monitored D6. **D6 is in compliance. D6 monitoring report was accepted as submitted.**

##### *C1– Delegation of Authority to the General Manager (Deborah)*

**C1 is in compliance. C1 monitoring report was accepted as submitted.**

**Becky will bring a proposal to next month’s meeting on monitoring of Board policies.**

For Next Month’s Meeting: Future Board education (Marianne); CDS policy templates (Gail) – proposal or discussion; Proposal on policy monitoring (Becky & Deborah); Meeting facilitation structure (Marianne); Nominating Committee discussion/recommendation; Ends Policy Monitoring (Karen)

Next Month’s Meeting: Tuesday, January 20<sup>th</sup> BHPL, starting at **\*6:00 pm\***

Minutes Respectfully Submitted by Heather Albert-Knopp