

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
3 DECEMBER 2012**

Attending: Eva Amanda Agudelo, Matt Auerbach (via telephone), R. Wayne Clark, Annette Dufer, Stephanie Golas, Andrew Kessel, Christina Lively, Leah Madsen, Rebecca Nemeč, Diane Simpson (Board administrator), Mike St. Clair (general manager, via telephone), Christian West.

Absent, excused: Wendy Holding

Absent: Scotland Willis, Arash Kani

Guests: Steve Clifford, former Board president; Joseph Stephen Rusckowski, Yong Bin Ng

Meeting minutes taken by Diane Simpson

Meeting commenced at 7:20 p.m.

Section I

Matt Auerbach, Annette Dufer, Stephanie Golas, Andrew Kessel, Christina Lively, Rebecca Nemeč, and Christian West were the active directors for this section of the meeting.

Agenda Review

The agenda was reviewed and a few items were moved to the beginning of the meeting in order to have issues and votes relevant to the old Board addressed first.

Member Comment

The member wanted to know how many new members Harvest had and how to make sure we get new members for the Arboretum store and not poach members from the little JP store.

Response (from Board and general manager):

- No new members yet—store not open
- Would have been great to do member drive, but attention was drawn to referendum issue
- Outreach letter is ready to send to community organizations; maybe new Board members can take on this project
- 150 people said they would help sign up new members
- Board had limited volunteer time for membership drive with all the store changes going on and no operational support

The member commented that Harvest had taken a huge risk.

There was a question for the general manager about the marketing plan, and whether it was confidential or could be shared with the members.

Answer: This is an expansion rather than a completely new market. Our effort is to provide the existing market with a better store than they have now. There is a mass mailer with coupons going out for the opening, which is about two weeks away. There will also be a social media blast. The marketing effort was created by the people who do the mass mailers—we didn't spend money to generate a map. We sat down with the Marketing firm and, using a street map, agreed to the targeting area. They have their own system to determine actual address lists.

Minutes Approval

There were minor corrections to the minutes.

Motion: Approve September minutes as amended. The motion was moved and seconded. Approved 7-0-0.

Motion: Approve October minutes as amended. The motion was moved and seconded. Approved 6-0-1.

Motion: Approve Annual Meeting minutes as amended. The motion was moved and seconded. Approved 7-0-0.

Motion: Approve November 19 minutes as amended. The motion was moved and seconded. Approved 5-0-2.

Accepting Election Results and Seating New Directors

Below are the election results for Harvest Co-op Board of Directors election, 11/18/12:

Clark: Yes 171, no 48

Kani: Yes 171, no 39

Moricz: Yes 153, no 48

Total ballots cast: 192

4 ballots had no name or number, so they were disqualified. Therefore, R. Wayne Clark, Arash Kani, Edith Moricz all had more yes than no votes and therefore were eligible to join the Board. Since Edith Moricz dropped out of the election, the new Board members will be R. Wayne Clark and Arash Kani. Arash was not present, so he will be seated at a later date.

Motion: Accept election results. The motion was moved and seconded. Approved 7-0-0.

Motion: Seat elected Board members present. The motion was moved and seconded. Approved 7-0-0.

Two potential appointees, Eva Amanda Agudelo and Leah Madsen, attended the meeting. They were appointed to 1-year terms on the Board.

Motion: Appoint Eva Amanda Agudelo and Leah Madsen to one-year terms on the Board. The motion was moved and seconded. Approved 7-0-0.

Section 2

Eva Amanda Agudelo, Matt Auerbach, R. Wayne Clark, Stephanie Golas, Andrew Kessel, Leah Madsen, and Christian West were the active directors for this section of the meeting.

Appointment of Board fellows

Board fellows are students who are matched up with a local nonprofit board and work with them for 10 months on a project defined by that board. The field of study of the two potential fellows: one is in an MBA program and one is in a finance program. The Board fellows have not chosen a project in conjunction with the Board yet as the fellows are hoping to observe and learn more about how Harvest works before deciding on what the most useful and feasible project would be.

Motion: Appoint Joseph Stephen Rusckowski and Yong Bin Ng as Board fellows. The motion was moved and seconded. Approved 7-0-0.

Officer Appointments

Motion: Name the following person to this office: Andrew Kessler: Board President. The motion was moved and seconded. Approved 6-0-1.

Motion: Name the following people to these offices: Stephanie Golas, Secretary; Christian West, Treasurer; Wendy Holding, Vice-President. The motion was moved and seconded. Approved 7-0-0.

Annual Meeting Evaluation

Turnout: poor

Facilitator: great

Signup worksheet: great idea

Seating: good

Table discussion: good

Interactive aspect: good

Hall: not so good (dark)

Greeters: good idea

Publicity results: not so good (poor turnout)

Suggestions for the future:

- Have some Board members greet people at the door and welcome them to the annual meeting.
- Have someone like Pat Gray facilitate.
- Continue to have everyone spend 10 minutes thinking about their most important questions and then have each table get one question and go all the way around the room as we did last time.
- Have “sign up sheets” as Andrew did to try to get people involved at the meeting.
- Co-op bingo was ok, could be done again...
- We didn't like that venue as much as the Baptist Church we used two years ago in JP.

Other thoughts on the annual meeting itself:

- Two potential appointees were also introduced to the members present and that they had a chance to explain why they wanted to serve on the Board.
- Christina invited other members who might want to be appointees to let the Board know so we could consider them as well to ensure that the process is open and transparent.

Referenda Meeting Evaluation

The Board worked hard on setting up a transparent meeting to make it easier for people to have a referendum but the meeting didn't go that way. The meeting did not accomplish its goals. A guest said that a boycott is taking away individual choice from members and that is why Harvest sets a high threshold for boycotts.

Thoughts/Next steps:

- 1) Not a productive meeting
- 2) Group wants a meeting to change the bylaws
- 3) Group needs to be able to have a productive meeting about the co-op and not just their issue.
- 4) Current threshold too high. Need to revisit policy and try to improve it.
- 5) BDS group long-term members. Should try to harness their energy to educate the members.
- 6) Board needs to protect the larger group and its time from a small minority devoted to various and numerous competing issues.

Temporarily Reinstate Old Board

The Board needed to have the outgoing directors vote on the monitoring reports.

Motion: Temporarily reinstate outgoing Board members. The motion was moved and seconded. Approved 7-0-0.

Section 3

Matt Auerbach, Annette Dufer, Stephanie Golas, Andrew Kessel, Christina Lively, Rebecca Nemec, and Christian West were the active directors for this section of the meeting.

Board Monitoring Reports

The Board reviewed policy D.2, GM Accountability

- No comments on section 1
- GM Accountability question 2 comment: "We talk about some employees but do not advise the GM about them."

The Board reviewed policies D.3, Delegation to the GM, and D.4, Monitoring GM.

Parts 1, 6, 7, and 8 of Policy D4 are out of compliance but the Board is taking steps to monitor that (see details below). Under Policy Governance the theory is that you do not need a separate time to monitor the GM—if he is doing the policies correctly then that's his evaluation. (A score under 3 does not necessarily mean "out of compliance"—it just means the Board has to discuss the policy.)

Out-of-Compliance Sections of Policy D4

1. Monitoring is how the Board determines the degree to which the GM is following Board policies. Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information. *The Board's score averaged over three on this answer but one director noted the global ends policies were never monitored and we need to do this.*

6. The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received from May through April, will be completed by August 1. *The average score was just over a 3 on this one and two people pointed out that we need improvement here: "The president failed on this one! We did not do this in 2012..." And "Did we do this? I don't remember it..."*

7. The Board will make its decisions concerning the evaluation and the employment contract no later than August. *Same as number 6 with similar comments: "The president failed on this one too! We did not do this in 2012... I don't remember going over this either."*

8. The Board will complete the GM compensation process no later than February 1.

Same as numbers 6 and 7 with similar comments: "Can we start this process now? I hope so...I believe we need to do this again this year since we do it once every two years"

Motion: Approve policies D.2 and D.3 as being in compliance and approve policy D.4 as out of compliance with a plan to bring it into compliance. The motion was moved and seconded. Approved 7-0-0.

Close the Public Session

Motion: Close public session. The motion was moved and seconded. Approved 7-0-0.

The public session closed at 8:45 p.m.

The public session reopened at 9:06 p.m. The outgoing Board members left the meeting at 9:07 p.m.

Section 4

Eva Amanda Agudelo, Matt Auerbach, R. Wayne Clark, Stephanie Golas, Andrew Kessel, Leah Madsen, and Christian West were the active directors for this section of the meeting.

ACTION ITEM Diane to add new people to Google docs.

2013 Board Meeting Dates

The Board discussed the meeting dates below:

- | | |
|--|---|
| Mon Dec 3, 2012 | Mon July 8 |
| Mon Jan 7 | Mon Aug 5 |
| Sat Jan 26 CBLD 101 and leadership training. | Mon Sep 9 |
| Mon Feb 4 | Mon Oct 7 |
| Mon Mar 4 (tentative) | (No meeting in November, but plan |
| Mon April 1 | on counting votes on the 2 nd or 3 rd Saturday) |
| Mon May 6 | Mon Dec 2 |
| Mon Jun 3 | |

Motion: Approve meeting dates and CBLD leadership training. The motion was moved and seconded. Approved 7-0-0.

ACTION ITEM Andrew to send out info on CBLD leadership training to the Board.

Close the Public Session

Motion: Close public session. The motion was moved and seconded. Approved 7-0-0.

The public session closed at 9:15 p.m.