

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
3 OCTOBER 2011**

Attending: Steve Clifford, Annette Dufer (via telephone), Jessica Hiemenz, Andrew Kessel, Christina Lively, Rebecca Nemec, Diane Simpson (Board administrator), Mike St. Clair (general manager, via telephone).

Absent (Excused): Wendy Holding, Liz Levy, Scotland Willis.

Guests: Vanessa Williams, Courtney Goodie.

Meeting minutes taken by Diane Simpson.

Meeting commenced at 7:05 p.m.

Member Comment

There was no member comment.

Guest Comment

The two guests were from the MIT Sloan School of Management. They were here to understand how the organization works and to come up with some ideas for improvement. Christina said she understood that their work has to be done before Thanksgiving. Steve asked why they weren't members. Vanessa said the store was too far from where she lived and Courtney said she just moved to the area.

Annual Meeting Planning

At 7:10 Christina said the proposed annual meeting agenda went out with the election materials. There was a brief discussion about the annual meeting agenda and which of the four activities (below) should be done. Christina said they could only do three activities at a maximum.

A. Bean-Counting Vote

B. Member Timeline

C. Why Harvest?

D. Question Circles: Generating Questions for the Speakers

The consensus was that B & C will be done. A <i>might</i> be done.
--

RSC Member Feedback

At 7:13 the Board discussed the member feedback proposal. The timeline is not final. A director pointed out that the timeline was quite aggressive and recommended May/June for member feedback sessions. When the Board did it last time around they started the program in August and had the first listening session in June. One director voiced a preference for getting it done earlier and another said there was no need to change the schedule because it is a goal only. The Board then worked on the letter that will go out with the questionnaire. A director suggested either ending the intro at "fulfilling our mission" or change "local" to "member." Other edits: question 15 changes from "were" to "are," and closing parenthesis added after "know" in the

paragraph following that question. Christina asked Mike if the Board could offer incentives for answering the questionnaire.

ACTION ITEM Mike to get back to Christina with answer to question about offering incentives for answering the questionnaire.

Motion: Approve Member Feedback Questionnaire
 Steve moved, and Rebecca seconded, the motion to approve the Member Feedback Questionnaire as edited. Approved 5-0-0.

Tabling Schedule

At 7:21 the tabling schedule was reviewed and edited. Rebecca will replace Annett on 12/14.

	Cambridge	JP
Oct 12th	Steve & Liz	Jessica H. & Kanishka
Nov 9th	Rebecca & Wendy (get MSCC person here for Wendy), Liz can do	Annette & Scotland
Dec 14th	Annette Rebecca & Christina	Andrew Fish & Andrew K.

ACTION ITEM Steve: write a memo (700 words or less) on how to get all those new members.

At 7:23 p.m. Andrew arrived.

MSCC update and tasks

Andrew is going to try to find an MSCC member to table in November. He showed the board the designs for the 40th anniversary grocery bags. MSCC chose the one with the pumpkin. They might use the runner-up designs for other purposes. The FAQ's will be up on the web site by the next Board meeting.

ACTION ITEM Andrew to check with Chris Durkin to see how they can use all the other designs.

Andrew said there is no deadline for feedback on the FAQ's but they will not do something drastically different from what was approved.

ACTION ITEM Andrew: Print FAQ's for Annual Meeting

Board Education

At 7:30 the board discussed Board Education. Christina had put a link to the article “Taking Policy Governance to Heart,” from *Cooperative Grocer* in the packet.

<http://www.cooperativegrocer.coop/articles/2009-04-26/taking-policy-governance-heart>

The article was about the practical significance of the ten principles of policy governance.

The ten principles are:

1. Ends policies
Set up “desired outcomes,” “recipients of desired outcomes,” and “relative cost”
2. Ownership
The organization exists to create a benefit and value on behalf of owners.
3. Board process policies
Expectations the board has for itself and its work
4. Board holism
All directors are expected to support all board decisions
5. Board/general manager (or equivalent) relationship policies
Describe the relationship between the board and its delegate, the general manager
6. The governance position
Represents the line that is drawn whenever delegation occurs
7. Executive limitation policies
Limit the authority of the general manager (or equivalent) in accomplishing the Ends
8. Board decisions (policies) come in sizes
Board decisions (recorded as policies) organized using “broad to specific” concept
9. Any reasonable interpretation
Board agrees that it is willing to accept any reasonable interpretation of its policies
10. Monitoring
Board must follow through and check to see if its expectations are being met

Christina talked about board education and the info she found on the CBLD website, explained policy governance to the guests. Steve explained the challenge of an all-volunteer board managing a professional employee. Christina went through each of the ten points and discussed them, placing special emphasis on number six. She said the Board needs to be mindful of this. Steve observed that the Board does better with that than the same issue with committees.

ACTION ITEM Christina to send the link to the CBLD article to tonight’s guests.

There was a brief discussion of the article. Christina noted that the board needs to be vigilant about things it feels it does not need to monitor and Andrew pointed out that the Policy Governance manual needs to be adapted to Harvest’s needs. Steve briefly mentioned the four questions the Board used to ask itself under the GM Expectations chart:

1. Does the report meet our expectations?
2. Is this what we were looking for?
3. Do we want to measure this?
4. When do we want to see this again?

Minutes Approval

At 7:48 the Board voted to approve the minutes of the previous meeting.

Motion: Approve September Member minutes.

Steve moved, and Christina seconded, the motion to approve the September Member minutes.
Approved 6-0-0.

Motion to Close

Steve moved, and Andrew seconded, the motion to close the Member meeting.
Approved 6-0-0.

The Member meeting closed at 7:49 p.m.

Action Item Summary

ACTION ITEM Mike to get back to Christina with answer to question about offering incentives for answering the questionnaire.

ACTION ITEM Steve: write a memo (700 words or less) on how to get all those new members.

ACTION ITEM Andrew to check with Chris Durkin to see how they can use all the other designs.

ACTION ITEM Andrew: Print FAQ's for Annual Meeting

ACTION ITEM Christina to send the link to the CBLD article to tonight's guests.