

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
4 APRIL 2011**

Attending: Steve Clifford, Annette Dufer, Jessica Hiemenz, Wendy Holding, Tonya Johnson, Andrew Kessell, Liz Levy, Christina Lively, Rebecca Nemece (via telephone), Diane Simpson (board administrator), Mike St. Clair (general manager—via telephone), Scotland Willis.

Guests: Becky Cook, Dawn Willis-Morse
Meeting minutes taken by Diane Simpson.
Meeting commenced at 7:01 p.m.

Member Comment

Becky Cook—erstwhile model, part-time gardener, and customer of the former Arborway Natural Foods—came to the meeting to discuss the following topics:

- Account Merge
- Eat Right for your Type
- Bottled Water and Soda

Account Merge

Becky had lost her card twice. The first time she was told she had to create a new account. The second time an employee told her she could merge her accounts. She thought it was odd that she had not been told this before.

Eat Right For Your Type

Dr. Peter D’Adamo wrote the book promulgating this theory. According to Ms. Cook, type O people need to eat quality red meat. Becky loves Harvest!!

Bottled Water and Soda

If Harvest wants to be “green” it needs to get rid of the bottled water and soda and start educating the general public. Harvest cannot be “everything to everybody.” She suggested replacing the bottled water and soda with gardening supplies. Although she orders seeds from Maine, she would get them at Harvest if we carried them. There are no gardening stores in Dorchester where she lives.

Comments:

One director commented that education is a great idea. Another director mentioned the “Member Initiated Project” form that people can fill out to promote their ideas.

Childcare Proposal

Steve summarized the childcare proposal (see next page) and said it would be \$1,000 for this year and part of the next (May through April). The board would need to do a budget authorization by February 2012 for next year, when it would probably be a new amount. There was a short discussion about how next year’s amount would be arrived at, and the upshot of it was that it would be a process overseen by the treasurer, as described in *Section C8 – Governance Investment in the Policy Register*.

Proposal for reimbursement of directors for child care

February 25, 2011

Background:

The Board has always valued diversity and encouraged all qualified members to run and serve on the board. Occasionally, this includes reimbursing Directors for reasonable expenses related to board activities. Typically this has included travel expenses and occasional lodging (though not recently) for conferences and meetings.

In FY 2009 the Board spent \$16,301 (unaudited). This includes expenses like the reimbursements mentioned above, the Administrator's compensation, our CBLD membership and consulting, legal advice, and assistance and other costs directly related to board expenses. The FY 2011 costs will be significantly higher as our CBLD membership increased to 'full' price and we are using additional consulting time for Policy Governance work.

Costs for child care are difficult to predict, but based on the anticipated expenses of current directors, estimated annual cost to the board would be approximately \$1,000. (Based on the response of directors in early 2011.) It should be noted that the fiscal year for which we plan the budget runs from May through April, while the board year runs from November through October. As a result, it is possible that the new board that starts in November 2011 could have significantly different needs for reimbursement.

Note: This proposal only includes childcare reimbursement for the actual scheduled board meetings, not sub-committee meetings, it also does not include reimbursement for additional work done on behalf of the board and does not include reimbursement for members who participate in committee work, but are not Directors.

Proposal:

- The Harvest Board values diversity among Directors. The board wants to ensure that no member is prevented from serving as a Director due to the cost of childcare. Therefore, the Board wishes to create a separate line-item under board expenses that will be set each year. The Board will set the budgeted childcare amount annually, considering the anticipated need of Directors and the overall financial condition of Harvest.
- In FY 2012, the Board approves a specific line item of \$1,000 for the reimbursement of childcare expenses for current directors.
- Directors seeking reimbursement should submit receipts for childcare to the Board President for approval who will pass them on to the GM for payment.
- The Board should plan to discuss and decide this issue shortly after new Directors are seated each year. That decision should include:

- Setting the child care reimbursement budget for the coming fiscal year based on Harvest’s financial condition, the number of directors likely to seek child care reimbursement and other current factors.
- The board should decide on guidelines for its use, including:
 - Reimbursement for additional meetings
 - Reimbursement for committee meetings
 - Reimbursement for conference calls
 - Reimbursement for non-directors who serve on committees
 - Additional time spent by directors on Harvest-related work outside of meetings
 - How receipts will be submitted, received, approved, and paid

Additional thoughts to be considered additionally and separately:

This proposal is for a process that will begin reimbursing for meetings beginning in May of 2011. It does not include reimbursement for the first 6 months of the board year (November, 2010 to May 2011). The board might want to consider a process for reimbursing current directors for childcare for that time as well.

Motion: Approve Reimbursement of Directors for Child Care

Andrew moved, and Wendy seconded, the motion to approve the proposal for reimbursement of directors for child care. Approved 10-0-0.

Board education: gathering member feedback

Summary of Patronage Rebate Feedback conducted in 2006
The process:
The MSCC recommended, then completed a multi-staged process of gathering feedback:
1. A questionnaire of members & shoppers – distributed to all members whose email we had and put out in the stores on paper. Information was gathered on a few key questions and some information about the respondent.
2. Discussion groups/feedback sessions in which participants were asked to discuss a few key questions and to discuss the results of the online survey. The survey results were used as ‘base data’ that focus group participants were asked to discuss, evaluate and interpret.
3. Additional feedback was sought through the MSCC email address and through talking with members at tabling events (on MAD days and other days & times)
The results were compiled and delivered to the board, including recommendations for specific items like the register discounts for members, the disabled and senior citizens.

At 7:22 p.m. the board turned to the next item—member feedback. A brief mention was made of MSCC and one of the guests, Becky, asked what it was. Andrew explained. Steve noted that the MSCC increases overall membership involvement with Harvest, and Liz pointed out that the

monthly tabling that is done on Member Appreciation Days was an invention of the MSCC. She observed that member involvement is greatly improved over five years ago.

Becky suggested asking members what their professions or interests are, and to sort them by group to do the survey. She thinks that if the co-op asked, people would volunteer to do more things for it. In response, a director pointed out that the board did random dinners a few years ago and members said, "We just want food." Other ideas mentioned:

- Do an online survey
- Collect the feedback and then see what we can do, given our resources.
- Do the surveys and then use them as source material for forums
- Get people thinking about the larger community
- Look at Facebook traffic to MSCC

Minutes approval

Motion: Approve March Member Minutes

Steve moved, and Wendy seconded, the motion to approve the March member minutes. Approved 10-0-0.

Motion: Close Member Meeting

Steve moved, and Wendy seconded, the motion to close the member meeting. Approved 10-0-0.

The member meeting closed at 7:38 p.m.