

**HARVEST BOARD OF DIRECTORS  
PUBLIC MINUTES  
5 DECEMBER 2011**

Attending: Matt Auerbach, Steve Clifford, Annette Dufer, Stephanie Golas, Jessica Hiemenz (via telephone), Andrew Kessel, Christina Lively, Rebecca Nemec, Diane Simpson (Board administrator), Mike St. Clair (general manager, via telephone), Christian West, Scotland Willis.

Absent (Excused): Wendy Holding, Liz Levy.

Guest: Wayne Clark.

Meeting minutes taken by Diane Simpson.

Meeting commenced at 7:16 p.m.

**Section I**

Steve Clifford, Annette Dufer, Jessica Hiemenz, Andrew Kessel, Christina Lively, Rebecca Nemec, and Scotland Willis were the active directors for this part of the meeting.

**Agenda Review**

During the first few minutes the agenda review took place. Then the member comment section was announced. Initially there were no member comments, but then Wayne Clark arrived so the schedule was altered to accommodate him.

**Member Comment**

At 7:23 Harvest member Wayne Clark, who serves on the MSCC, spoke about things he thought Harvest could do to make members feel more empowered. He mentioned having started and closed co-ops. He got the feeling that people at the annual meeting were puzzled about where member input was coming from. He thinks members are feeling alienated. He said the Board may think they have provided opportunities for member involvement but that they have pushed members to the periphery. He said voting for directors is not really giving members power. It's not that members want less development, he said, it's that they want more control over development of the stores and physical plant. He said Harvest needs a structure where members can have some power and he made a few recommendations:

- 1) Member Assembly (with members working between meetings)
- 2) Harvest figures out where its members are located
- 3) Gather people in neighborhood and organize a store

He said if we do not pay attention to this issue Harvest might follow the path of Consumer Co-op of Berkeley, which outgrew its membership. He said there are a variety of buying clubs (he is a member of two) and that Harvest and buying clubs need to work together so that buying clubs can help Harvest expand into their neighborhoods. He said that a buying club is the most cost-effective way to distribute food to people.

There was a brief discussion after Wayne's remarks. One director pointed out that Wayne helped put on the Co-op Faire, and noted that the Board would need support from Operations to put on a Member Assembly. Also, the directors would all have to be on the same page to further this idea.

A director commented that the Board wants the members to feel involved in Harvest, and Wayne replied that it's best to create structures for members to do the work. Another director observed that we need to ensure there's enough "mass" for members to express themselves and said it would be good to see stronger participation in the MSCC. Another director pointed out that Harvest has somewhere between 3,600 and 4,000 members and it's hard to figure out if the members at the annual meeting are representative.

In closing, Christina announced that the Board is going to launch a member questionnaire and have Q & A sessions in 2012. Wayne said that this was the perfect year for it.

Wayne left the meeting at 7:34.

**Minutes Approval**

At 7:35 the Board voted to approve the minutes of the previous meeting.

**Motion: Approve October Member minutes.**

Steve moved, and Andrew seconded, the motion to approve the October Member minutes.  
Approved 6-0-1.

**Motion to Close**

Steve moved, and Rebecca seconded, the motion to close the Member meeting.  
Approved 7-0-0.

The Member meeting closed at 7:36 p.m.

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

**Accepting Election Results and Seating New Directors**

Matt Auerbach	Stephanie Golas	Christian West
189 votes	175 votes	171 votes

There were 325 valid ballots, 60 invalid. (The directors who did not win seats on the Board, Charles Terranova and Michael Bellefeuille, received 130 votes and 84 votes, respectively.)

**Motion: Accept Election Results and Seat New Directors**

Steve moved, and Jessica seconded, the motion to accept the election results and seat the new directors. Approved 7-0-0.

**Motion: Appoint Christina Lively for one year on the Board to fill Tonya Johnson's term.**

Annette moved, and Matt seconded, the motion to appoint Christina Lively for two years on the Board to fill Tonya Johnson's term. Approved 10-0-0.

Jessica left the meeting at 7:53. Steve gave a warm goodbye to everyone and left shortly thereafter. He received a hearty round of thanks for his five and a half years of service to the Board, some of which occurred during a very tumultuous time in Harvest's history.

**Section 2**

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

**Election of Officers**

The positions are president, vice-president, treasurer, and secretary.

<p><u>Slate for this year</u> President: Christina Vice-president: Wendy Treasurer: Christian Secretary: Annette</p>
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**Motion: Approve the slate of officers.**

Scotland moved, and Matt seconded, the motion to approve the slate. Approved 8-0-0.

The Board briefly discussed the annual meeting survey results but Christina suggested tabling it for next month. Annette said she would like to see all of the officers introducing themselves next year so that people know to whom they should direct their questions.

**Meeting Dates**

The Board accepted next year's meeting dates after one change was made.

Dates for 2012 Board meetings

All Mondays unless otherwise stated:

Jan 9, 2012

June 4, 2012

Board Retreat: Sat Feb 25

July 9, 2012

Feb 6, 2012

August 6, 2012

March 5, 2012

September 10, 2012

April 2, 2012

October 1, 2012

May 7, 2012

December 3, 2012

At 8:02 the documentation survey results were tabled for the time being.

At 8:03 the tabling schedule was reviewed. Andrew explained how the tabling is done. He tries to match Board members with MSCC members. Stephanie will table in November if Andrew Fish is not available. Christina pointed out that she has tabling talking points on Google docs.

**ACTION ITEM** Rebecca to ask Chris Durkin to create name tags for new Board members and Annette.

Andrew noted that each director usually tables 2-3 times yearly as he sent around a signup sheet.

**MSCC Update.**

At 8:05 Andrew gave the MSCC update. He said the F.A.Q. document is done. He said they are talking about expansion and MSCC is doing a lot of work on communication. Current items:

- Questionnaire
- Letter to community leaders (MSCC drafting)
- “Inreach”
  - Communication to members is weak; need to put more energy into it.
  - Ten people showed up for the MSCC meeting
- MSCC met on the 2nd Monday instead of the 4th due to the December holidays.
- Meeting next Monday: brainstorming
- Member dinners

Scotland inquired if they were doing outreach to city councilors. Andrew said that was a good idea and that directors could send him other ideas if they could not attend the meeting. Christina pointed out that MSCC has a list of potential organizations and people that they’re going to reach out to on Google Docs.

**ACTION ITEM** Christina to make sure Google Docs are accessible to new directors.

At 8:12 the Board reviewed action items.

**ACTION ITEM** Diane to email action items to Christina.

**ACTION ITEM** Christina to put Action Items on Google Docs.

**ACTION ITEM** Christina to put “Check-in on Action Items” on January agenda.

**Motion: Close Member Meeting**

Scotland moved, and Annette seconded, the motion to close the member meeting.  
Approved 7-0-0.

The member meeting closed at 8:13 p.m.

**Action Item Summary**

**ACTION ITEM** Rebecca to ask Chris Durkin to create name tags for new Board members and Annette.

**ACTION ITEM** Christina to make sure Google Docs are accessible to new directors.

**ACTION ITEM** Diane to email action items to Christina.

**ACTION ITEM** Christina to put Action Items on Google Docs.

**ACTION ITEM** Christina to put “Check-in on Action Items” on January agenda