

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
6 FEBRUARY 2012**

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

Meeting minutes taken by Diane Simpson.
Meeting commenced at 7:19 p.m.

Agenda Review

The meeting started a little late due to the report from the MIT Sloan students. There was no member comment so the Board went right into Action Item review. One is complete and the other is partially complete “Documentation Survey Results” was tabled in order to keep the meeting on schedule. There was no GM report for this meeting so the Board moved on to the next item.

RSC Update

At 7:21 Rebecca gave an update on the Retail Strategies Communication committee. There have been 300 responses to the questionnaire so far. This does not include the responses received via hard copy. The majority of respondents shop in Cambridge. They buy 25-50% of their groceries at Harvest. Fifty percent of the respondents shop at Harvest in order to support a local market. The location of the market and the products offered are also important.

What can Harvest do better?

- Better pricing
- More products
- Member discounts

Most respondents have been members for 3-5 years and also less than five years. Forty-one people said they wanted to be more involved with Harvest but didn't know how. There was a short discussion about the data and how to best use it.

Topic: Capitalization Committee worksheet (sent by Rebecca)



COMMITTEE WORKSHEET

Title Committee name	Capitalization Committee
Purpose Why exist?	The purpose of this committee is to: <ol style="list-style-type: none"> 1. Determine overall capital structure for the Cooperative as we develop new stores and more generally. 2. Determine best way to raise capital for Harvest expansion projects (Jamaica Plain-Forest Hills store and the Fenway development for now). This may include assessing the feasibility of a member-loans campaign.
Expectations and Accomplish Authority? Limits to Authority?	Create a capitalization plan that will be approved by the Board and used by the General Manager to raise funds for development projects underway. This committee will conduct research in partnership with other Board members and the GM. This committee will not raise funds or contact anyone external to the Board/GM without prior authorization.
Term Standing? Recurring? Ad hoc?	This will be an ad hoc committee until a capitalization plan has been developed. Will likely meet through 2013 or until the Fenway project has been completed.
Composition & Chair	Chair: Christian West Members: Rebecca Nemece, Wendy Holding and Stephanie Golas
Meeting Schedule	As needed and determined by chair and members.
Budget Dollars? Time?	No budget is allocated for this committee. Members of this committee should expect to spend up to 2 hours per month on this committee.

Christian reviewed the purpose of the worksheet with the Board. Stephanie was added to the committee.

Motion: Approve Capitalization Committee worksheet.

Andrew moved, and Rebecca seconded, the motion to approve the capitalization committee worksheet as amended. Approved 9-0-0.

ACTION ITEM All: Think of unique ways to raise equity & send to Christian.

MSCC Update

Andrew brought the Board up to date on what the Membership and Social Concerns committee has been discussing. A few topics:

- Doing something around Earth Day
- An event with The Food Project
- An activity related to “The Move”

The Board Administrator offered to make a flyer for Wednesday if they needed one.

ACTION ITEM Diane: Contact Andrew after meeting to discuss flyer for Wednesday.

ACTION ITEM Andrew: Send Board the newly-made Web site.

Other potential MSCC ideas that were mentioned:

- Having a banner for “Year of the Co-op”
- A mailing to 300 co-ops requesting input on how to promote co-ops
- Hosting events that will tie in with the new store
- Monthly column in newsletter on the question “What does a co-op mean to you?”
- Doing something around GMO issues
- A second Co-op Faire
- Reformulating the newsletter to include more voices

The Board would like a date for the Co-op Faire other than July 7, but the date is set by the International Co-op Alliance. The Co-op Faire organizers will be seeking Harvest sponsorship.

There was a discussion about whether there could be a summary of action items, a rationale for Board decisions, a synopsis of Board discussion, or something else to keep members better informed about what the Board is working on. Although the MSCC would like information from the entire Board meeting, the Board president says that is not possible at this time. She requested that the MSCC think about themes that they want to work on.

One of the Board members, who is also on the MSCC, compared the Harvest newsletter to the Greenstar newsletter, which has much more information about what the Board is currently doing. Although the Board president questioned whether putting Harvest’s minutes out for everyone to see was in the best interest of the co-op, she said that the Board would work on more robust communication with members at the retreat.

ACTION ITEM Andrew: Send Board the notes on “Year of the Co-op.” This is the “Year of the Co-op” advisory committee. Please give us details on their plans for events and mailings so we can evaluate how we can contribute.

ACTION ITEM MSCC: Have online discussion about the topics Andrew mentioned at the Board meeting (e.g. more revamping newsletter to include items from public minutes, interviews with staff, etc.)

Minutes Approval

Motion: Approve January member minutes.

Christina moved, and Christian seconded, the motion to approve the January member minutes
Approved 9-0-0.

Motion: Close Member Meeting

Wendy moved, and Christina seconded, the motion to close the member meeting.
Approved 9-0-0.

The member meeting closed at 7:43 p.m.

Action Item Summary

ACTION ITEM All: Think of unique ways to raise equity & send to Christian.

ACTION ITEM Diane: Contact Andrew after meeting to discuss flyer for Wednesday.

ACTION ITEM Andrew: Send Board the newly-made Web site.

ACTION ITEM Andrew: Send Board the notes on “Year of the Co-op.” This is the “Year of the Co-op” advisory committee. Please give us details on their plans for events and mailings so we can evaluate how we can contribute.

ACTION ITEM MSCC: Have online discussion about the topics Andrew mentioned at the Board meeting (e.g. more revamping newsletter to include items from public minutes, interviews with staff, etc.)