

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
11 JULY 2011**

Attending: Steve Clifford, Annette Dufer, Jessica Hiemenz, Wendy Holding, Christina Lively, Rebecca Nemecek (via telephone), Diane Simpson (board administrator), Mike St. Clair (general manager—via telephone).

Guests: Christian West, Matthew Auerbach

Absent (Excused): Tonya Johnson, Andrew Kessel, Liz Levy

Absent (Unexcused): Scotland Willis

Meeting minutes taken by Diane Simpson.

Meeting commenced at 7:08 p.m.

Member comment

The guests asked if you had to be on the Board to be on a subcommittee; if the financial statements are audited, and if the Board ever organizes events on topics such as homeopathy with a speaker (example: Mark Bittman.)

Answers: All-Board committees are set up periodically to examine various issues, but there is also the MSCC (Membership and Social Concerns Committee) for which you do not need to be a Board member and it is highly recommended to be on this committee before joining the Board. The financial statements are audited by an outside auditor. Although the Board does not organize events, Harvest does table at events on topics related to its mission.

GM Report

At 7:15 Mike was on for the GM Report. Although there was no specific GM report for this meeting, Mike was available to answer questions.

Question: Any update on developments?

Answer: Yes. Signed lease on Arboretum Place. Provided lease to developer's website.

Groundbreaking this summer.

Question: Are they adhering to their timeline?

Answer: Yes.

Question: Will the new store have a community room?

Answer: No, there is not enough room.

Bylaw Review

At 7:22 Steve lead the bylaw review. He explained to all present the process by which the bylaws are changed, and why these particular bylaws are changing now (to make the bylaws consistent with the Policy Governance document). He noted that the bylaws have been very specific in the past but the Policy Governance document is not. This is the second reading of the bylaws.

At 7:25 Rebecca joined the meeting.

The only comment on the bylaws was that there were some unusual line breaks in the version that appeared in the packet. The board administrator made a note to fix them. A summary appears below:

Harvest Co-op proposed bylaw changes July, 2011

This document is prepared to help the directors consider bylaw changes. The board may change the bylaws through a 2/3 vote after the proposed new bylaws are read at one meeting and reviewed and voted upon at a successive meeting. In the past, this summary has been helpful to board discussion, in the context of the full bylaws. It includes the original language of the bylaws, the proposed new language and the reason for the proposed change.

Current	Proposed	Reason for change
<p>Article 2, SECTION 1: PURPOSES (page 1) The Cooperative is organized for the following purposes:</p> <ul style="list-style-type: none"> (a) To organize the purchasing power of its members and other to provide them with food, household goods, and other products they may request, with an emphasis on healthy food at reasonable prices. (b) To educate its members and shoppers regarding co-operative principles and practices, and the nutritional, health, and social effects of its products and services. (c) To publicize principles of co-operative organization, management, and decision-making. (d) To associate and share knowledge with other co-operative organizations, and to advance the co-operative movement for the mutual benefit of all people. (e) To provide a positive and rewarding work environment for its paid and volunteer staff. (f) In pursuit of these purposes, the Cooperative will not discriminate in any way on the basis of race, color, national origin, sex, age, religion, sexual preference, or physical or mental disability. 	<p>Article 2, SECTION 1: PURPOSES The Cooperative is organized for the following purposes:</p> <ul style="list-style-type: none"> (a) To organize the purchasing power of its members and other to provide them with food, household goods, and other products they may request, with an emphasis on healthy food at reasonable prices. (b) To educate its members and shoppers regarding co-operative principles and practices, and the nutritional, health, and social effects of its products and services. (c) To publicize principles of co-operative organization, management, and decision-making. (d) To associate and share knowledge with other co-operative organizations, and to advance the co-operative movement for the mutual benefit of all people. (e) To provide a positive and rewarding work environment for its staff. (f) In pursuit of these purposes, the Cooperative will not discriminate in any way on the basis of race, color, national origin, sex, age, religion, sexual preference, or physical or mental disability. 	<p>In section 1 paragraph (e) remove the words, “paid and volunteer”, leaving it to read:</p> <p>(e) To provide a positive and rewarding work environment for its staff.</p> <p>It is no longer necessary to distinguish among paid and volunteer staff as we no longer have member-volunteer workers.</p>
<p>Article 4, SECTION 9: EXECUTIVE COMMITTEE (page 7) The Board of Directors shall elect each year for one-year terms a 3-4 person Executive Committee. This committee shall consist of officers of the Board. Responsibilities of the Executive Committee will be to facilitate and schedule issues to be acted on by the Board. The Executive Committee may also call emergency meetings of the Board, make emergency decisions, (if the Board is polled or a Board meeting held within 48 hours), authorize administrative expenditures (up to a limit set by the Board), make administrative decisions and carry out any other responsibilities as authorized and directed by the Board.</p>	<p>Article 4, SECTION 9: EXECUTIVE COMMITTEE (page 7) The Board of Directors shall elect each year for one-year terms a 3-4 person Executive Committee. This committee shall consist of officers of the Board. Responsibilities of the Executive Committee will be to call emergency meetings of the Board, make emergency decisions, and carry out any other responsibilities as authorized and directed by the Board.</p>	<p>Significant changes to this section, removing language to clarify the members of and functioning of the Executive Committee. The idea is to keep the language in the Bylaws fairly broad because the additional clarification of how the board operates is included in the policy register.</p>

<p>Article 5, SECTION 5: SECRETARY(page 9) The secretary shall insure that minutes and other documents and papers are maintained at the corporate offices and shall make them available for inspection by members. He or she shall see that required reports are filed with the state. He or she may sign with the president or treasurer, in the name of the Cooperative, any contracts or agreements authorized by the Board of Directors. He or she shall in general perform all duties incident to the role of clerk, subject to the control of the Board of Directors, and shall do such other activities as may be assigned to him or her by the Board of Directors.</p>	<p>Article 5, SECTION 5: SECRETARY (page 9) The secretary shall ensure that minutes and other documents and papers are maintained at the corporate offices. He or she shall see that required reports are filed with the state. He or she may sign with the president or treasurer, in the name of the Cooperative, any contracts or agreements authorized by the Board of Directors. He or she shall in general perform all duties incident to the role of clerk, subject to the control of the Board of Directors, and shall do such other activities as may be assigned to him or her by the Board of Directors.</p>	<p>1) Grammatical correction from “insure” to “ensure” as we are not proposing to require that the secretary take out an insurance policy on the meeting minutes</p> <p>2) Remove “and shall make them available for inspection by members” as responsibility for this function may be given to other officers, members of the board or other staff as determined by future Presidents of the board.</p>
<p>Article 5, SECTION 6: TREASURER (page 9) The treasurer shall insure that appropriate records of financial are kept, that appropriate reports are filed when necessary, and that books are available for member inspection. He or she shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.</p>	<p>Article 5, SECTION 6: TREASURER (page 9) The treasurer shall ensure that appropriate records of financial transactions are kept, and that appropriate reports are filed when necessary. He or she shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.</p>	<p>1) Grammatical correction, insure to ensure</p> <p>2) Make “transaction” into plural, to read, “records of financial transactions”</p> <p>3) Add the word “and” after “transactions are kept <i>and</i> that appropriate...”</p> <p>4) Remove, “and that books are available for member inspection” as the books are not available for member inspection, but the treasurer’s report is.</p>

At 7:28 a motion was made to approve the bylaw changes.

Motion: Approve bylaw changes (as noted above) to make the bylaws consistent with the Policy Governance document.

Wendy moved, and Jessica seconded, the motion to approve the bylaw changes in order to make the bylaws consistent with the Policy Governance document. Approved 6-0-0.

At 7:29 a motion was made to approve the June Member minutes, with no changes.

Motion: Approve the June Member minutes.

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

At 7:30 a motion was made to close the Member meeting.

Motion: Close the Member meeting.

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

The Member meeting closed at 7:30.