

**HARVEST BOARD OF DIRECTORS  
PUBLIC MINUTES  
1 APRIL 2013**

Attending: Eva Amanda Agudelo, R. Wayne Clark, Stephanie Golas, Arash Kani, Leah Madsen (via telephone), Joseph Stephen Rusckowski, (Board Fellow) Diane Simpson (Board Administrator), Stephanie Souza, Mike St. Clair (General Manager, via telephone).

Absent, excused: Matt Auerbach, Christian West  
Guest: Dave Madigan, Board Applicant  
Meeting minutes taken by Diane Simpson  
Meeting commenced at 6:38 p.m.

**Agenda Review**

Agenda change: add 5 min for MIT project update  
The facilitator introduced people to a new process: having fun at meetings.  
Question: Personal space--what space do you bring to the meeting?

**Minutes Approval**

**Motion: Approve February Public minutes.** The motion was moved and seconded.  
Approved 5-0-0

**Tabling**

- Schedule is getting pushed down: Eva will do May.
- Tabling only at Arborway store confirmed.
- New idea for tabling: Pick a theme for the month and have members give their opinion on that subject in order to get the discount.

**ACTION ITEM \*\*Board to fill in tabling schedule by Saturday.**

**ACTION ITEM \*\*Stephanie to email corrected schedule after Board members fill it out..**

Mike arrived at 6:50 (phone).

**ACTION ITEM: Everybody to suggest themes.**

**Board Fellow Update**

Joseph Stephen Rusckowski and Yong Bin Ng are the Board Fellows from the Sloane School at MIT. Joe gave an update on his last meeting with the General Manager and Director of Membership and Marketing.

He is working on how to better target college communities in Boston-Cambridge area.

They identified 3 ideas:

- Restructure Student Membership
- Social media
- On-campus marketing

### **Dave Madigan**

- Board Applicant--might fill Wendy's spot through Dec
- Lifelong MA resident, has worked at Arborway store since December
- Excited by the concept of membership-driven business
- Board Administrator gave necessary documents to Dave (code-conflict-commit)
- Official vote will probably happen at the May meeting

Leah arrived at 7:08 (phone)

### **Debrief Retreat**

Board adviser said to figure out how to take the energy from the retreat and put it to work  
Work on Board perpetuation

Next steps:

- BOD has limited capacity
- Simplify! Limit committees.
- Need to work on the Ends.
- Board creates ends but Management interprets them.

**ACTION ITEM \*\*Stephane to get the draft (new global ends) into the next packet.**

Ends: Stephane, Leah and Eva are on this committee.

Nominations Committee:

Ultimately there was no need for a committee to look at criteria for Board members because only one person filled out the packet.

### **Strategic Seminar**

The focus was on growth and not just in sales or stores--growth in member involvement, or "Holistic growth."

### **Executive Compensation Process**

- Rose Marie gave the Board an article on GM compensation to help them simplify the process.
- She advised making a table of the monitoring policies and when they accepted/approved them.
- She also advised having a few reflection questions for the GM instead of a big RFP.
- A couple Board members want to reuse the same RFP with a few changes.

### **BDS Group**

Wayne met with the group. Had good discussion. Obtained list of Sabra/Tribe products that Harvest still sells. Do they still want to have referendum? Yes. They were willing to have referendum even though 10% of the members could disapprove it.

Options:

- 1) Management could decide to stop selling all the products
- 2) Board could pass a resolution saying we don't want to carry any of those products
- 3) Have a referendum

Two aspects:

- 1) Getting enough signatures
- 2) Board decides

**ACTION ITEM \*\*Stephanie to put BDS discussion on the agenda for May.**

### **MSCC update**

- About four people have been showing up on a regular basis
- Only Member Engagement committee has survived
- Decision: have member dinners with active speaker (beekeeping-local produce--etc.)
- Chloe has found a couple speakers and a space.
- Meetings will continue every month (on a Thursday in May).
- MSCC Monday meetings not happening right now.
- Stephanie using the Ends to come up with goals.
- She will be meeting with Chris after the 15th of May.

The Board discussed the budget.

It might come under the Board budget or it might come under marketing and/or member education.

Leah left at 8:00

### **Board Monitoring**

The Board Monitoring summary is below.

Summary of the Policy Governance, Policy C-2 (the Board's Job) survey responses. In general, two things stand out. First, we do not seem to be doing an adequate job building a "meaningful relationship with our member-owners". Second, we need to do a better job with Board recruitment, training, and perpetuation. We seem to do a good job on delineation of Board and Management responsibilities and on evaluating Management performance.

#### **(1) We will create and sustain a meaningful relationship with member-owners.**

Average score is 2.67

Comments:

I think we have a lot of work to do here. We are stretched thin as a board, but we have not yet succeeded at developing a meaningful, rich relationship with our members. Member involvement is low. This is something I feel we are aware of and committed to working on this year.

I think the lack of participation in elections and people's confusion on the meaning of "active membership" indicates that our relationship needs work.

I feel that the only relationship between member-owners and the cooperative exists at the store level during a shopping experience. Aside from discounts, patronage checks, and an annual member dinner, Harvest is lacking in communication and engagement with members. MSCC is weak with only 4 regular attendees (2 of which are board members). There is an effort on my part to strengthen this committee but this will take time and energy from everyone on the board.

I think we need to do a better job of figuring out what meaningful relationships look like. Does "meaningful relationship" mean that MOs come to us with concerns and desires? Attend meetings? Read the newsletter? Run for the board? What do we mean by "meaningful relationships" and how do we measure success in this area?

I think we are barely in contact with our members, so we are not likely to have much of a meaningful relationship with them.

**(2) We will hire, compensate, delegate responsibility to, and hold accountable a General Manager. (See D. Board GM Relationship Policies).**

Average score is 4.67

Comments:

None.

**(3) We will have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.**

Average score is 4.17

Comments:

I am unsure that our written policies are adequate in describing how we want management to operate our co-op.

**(4) We will assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.**

Average score is 4.33

Comments:

None.

**(5) We will rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.**

Average score is 4.17

Comments:

I think we have more work to do here.

**(6) We will perpetuate the Board's leadership capacity using ongoing education, training and recruitment.**

Average score is 4.00

Comments:

Again, working on it!

I believe we don't have an on-going recruitment strategy.

We are especially inadequate in recruitment of new Board members and I am unsure if we have committed to "ongoing" Board education and training. And, this is not to mention the difficulty of retaining Board members for any extended period of time.

**Motion: Accept Board Monitoring Report on Policy C.2, the Board's Job.** The motion was moved and seconded. Approved 5-0-0

Upcoming Schedule

May: Eva—C.3 Agenda Planning

June: Leah—C4: Meetings/ C5: Code of Conduct

July: Arash— C6: Officers/ C7: Committee Principles

August: Stephanie- C8: Governance Investment

September: Matt- D1: Unity of Control / D2: GM Accountability

October: Stephanie-D3: Delegation to GM / D4: Monitoring GM

**Close Public Session**

**Motion: Close Public session.** Motion moved & seconded. Approved 5-0-0

Public meeting closed at 8:06 p.m.