

**HARVEST BOARD OF DIRECTORS  
PUBLIC MINUTES  
1 OCTOBER 2012**

Attending: Matt Auerbach, Stephanie Golas, Andrew Kessel, Christina Lively, Rebecca Nemec, Diane Simpson (Board administrator), Christian West, Scotland Willis.

Absent, excused: Annette Ghelfi, Wendy Holding

Guests: Arash Kani, R. Wayne Clark

Meeting minutes taken by Diane Simpson

Meeting commenced at 6:55 p.m.

**Global Ends Review**

At 6:55 the Global Ends review was held. Below are the current “Global Ends.” (“Global Ends” means “Why do we exist?”)

Harvest Cooperative Markets exists for these ends:

A welcoming shopping experience guided by transparent, values-based decisions.

A healthy, sustainable and vibrant community for our members, customers and staff.

An organization that provides members, customers and staff with a voice.

A stronger local food system.

Access to affordably-priced foods and other products that contribute to a healthy lifestyle.

A few questions were raised:

How do we measure these?

What data do we need to see in order to endure they are being met?

What does it mean for members to feel welcome?

Andrew arrived at 7:02

Various aspects of the Ends Policy were analyzed:

A guest suggested that instead of focusing on data, the Board should focus on “success statements.” Examples:

- More connection to local farmers
- More products from local producers

Regarding the aspect of “with a voice”

- Referendum process
- Board elections
- suggestion box

Regarding staff having a voice:

- Open door policy
- Evidence on providing staff with a voice

Regarding the aspect of “a healthy, sustainable...”

- Member dinners

- Quarterly events (idea)
- Cooking and nutrition classes (idea)
- Staff time spent on community interactions

### **Reaffirm Referendum Policy**

The Board voted to reaffirm the revised Referendum Policy in Public Session. It has initially been approved at the May meeting in Executive Session under an old meeting format that had been handed down by previous Boards. While the Board is reaffirming the policy as is for right now, the Board also discussed re-evaluating the policy at a later date to see if any changes should be made given member feedback from the Sabra hummus campaign.

**Motion: Reaffirm the Referendum Policy.** The policy was moved and seconded.  
Approved 7-0-0.

### **Referendum Rules of Conduct**

#### 1. Prepare a proposal

The first step of the referendum process is to prepare a written proposal including:

- The name, member number and contact information of the author of the proposed referendum. This person will serve as the sole, designated contact person throughout the referendum process.
- A clear statement of the proposal with a explanation of the issue.
- The petition's initiation date and deadline for submission (exactly six months after the issue is brought to the Board's attention at a Board meeting).

#### 2. Present to Board

The second step in the referendum process is to present the proposed issue to the Board. The Board meets once a month, and issues for the agenda must be presented 2 weeks in advance of the Board meeting. You may email the Board President to raise the issue.

- The Board will discuss the issue at the next possible Board meeting. The Board may decide to do one of the following:
  - Proceed with the referendum.
  - Request that the group demonstrate broad support for a referendum by collecting signatures on a petition following procedures detailed below.

#### 3. If the Board requests a petition:

If the Board requests that the group proposing the referendum collect signatures on a petition, the group should follow these guidelines:

- All signatures will be collected on paper on the approved petition sheet provided by the Board of Directors. Electronic signature gathering is not allowed.
- The time period for collecting member signatures shall be 6 months from the petition's initiation date (please see above). On or before the conclusion of the petition process, the original petition with signatures should be submitted to the Director of Membership at Harvest Co-op.

- Petitioners are expected to act respectfully at all times and will not interfere with members and shoppers entering or exiting the coop or interfere with the business of the coop. The signature-gathering will take place without undue harassment of Harvest Co-op members and shoppers (examples include, but are not limited to: causing public disruptions within Harvest Market stores, aggressive verbal or physical provocation, following customers as they leave the stores, touching or physical contact of any kind). Please, use your best judgment to proceed in a calm, respectful manner as Harvest staff have the discretion to remove unruly signature gatherers. The Board wants to encourage peaceful, constructive dialogue and avoid acrimony as much as possible.
- During the signature gathering, signs may be posted on the community bulletin board. Signs may not be placed in any other place in the store except the community bulletin board.
- All information obtained from members on the petition sheet will remain confidential and will not be used for any purpose other than the referendum in question.

Failure to abide by these rules of conduct may result in the suspension of the referendum and petition process by the Board of Directors and Harvest Co-op management.

#### 4. Referenda

Details on referenda are included in the “Member Referenda on Policy Matters” document. Please refer to that document for further information.

*Update approved 5/12*

### **Member Referenda on Policy Matters**

#### 1. Initiation

- A referendum of the members may be initiated in either one of the following two ways:
  - By the Board: The Board of Directors may call for a member referendum on a policy matter at any time. It shall be responsible for drafting the language of the referendum question.
  - By the Members: A member referendum may be initiated by a petition signed by at least 10% of Harvest’s members and submitted to the Board of Directors. The Board then must place the proposal on the agenda for its next meeting and discuss it at reasonable length. The Board may approve or reject the proposal.
    - » Please see “Referendum Rules of Conduct” for guidelines related to the referendum process
    - » All signatures must be obtained and recorded on paper via the approved petition signature form.
    - » Upon the beginning of the referendum process, the member(s) petitioning for the referendum shall have 6 months to collect member signatures and submit them to the Board.

## 2. Signatures

The signatures from active Harvest members must total 10% of the entire active membership on the day of verification (for example, if there were 100 members of the co-op on that day, there need to be signatures from 10 active members).

- Petitions that do not contain the specified number of valid signatures of members shall be disqualified entirely, and the referendum issue will be considered abandoned. Once abandoned, the same issues cannot be brought up for referenda again by the same group.
- Paper signature sheets cannot be reused for another attempt at the current referendum, or for other referenda.
- Paper signature sheets must be original: no facsimiles or copies are allowed to prevent the misuse of signatures.

## 3. Member Contact Information and Other Conditions

- Lists of members' names, addresses, or phone numbers shall not be disclosed to any party to a referendum.
- The Board should try to schedule referenda for a standard time of the year, and will attempt to have any referenda coincide with the annual Board elections.
- In the case of a proposed boycott of a product the co-op might carry, the following conditions also apply:
  - There must be a pre-existing, organized boycott of the product.
  - The initiating petition must include the pledge that those urging the boycott will not simply buy the product elsewhere.
  - A petition opposing the boycott may be circulated. If the opposing petition is signed by 10% of the members of the co-op, the referendum will not be held.

## 4. Publicity

- There shall be published in the newsletter an unbiased, procedural article announcing the referendum, the procedure and dates for voting on the referendum, and the exact language of the referendum question.
- There shall be posted at appropriate locations throughout the store signs announcing the fact of the referendum, the procedure and dates for voting on the referendum, and a summary of the referendum question.

## 5. Debate

- The Executive Committee will solicit, from appropriate persons, at least one statement on each side of the referendum question. These statements, as well as any other statements debating the question, shall be posted in the Member Education area near the store entrance and published in the newsletter. Equal physical space shall be allotted for pro and con statements. Printed copies of the statements shall be made available for members to take away.
- A meeting open to all members shall be scheduled for the oral debate of the referendum question.

## 6. Campaigning

Campaigning, including talking to members, handing out leaflets, and posting partisan signs, shall be restricted to areas designated by the staff. All campaigners shall follow the Referendum Rules of Conduct.

- The Executive Committee, or a group which it designates, shall conduct and oversee the balloting.
- Only active members with up-to-date equity shares may vote on the referendum question.
- Balloting shall begin at the time of the meeting for oral debate described in section 5 above and continue for four weeks. Ballots shall be collected in a sealed ballot box kept near the Member Education area near the store entrance. Ballots must be validated by designated staff members.
- The Executive Committee shall count the ballots and report the results to the full Board and to the membership.

## 7. Implementation

- If at least twenty-five percent (25%) of the total number of members vote on the referendum and sixty percent (60%) of those voting support the question, the proposed policy shall be implemented. If fewer than twenty-five percent (25%) of the total number of members vote on the referendum or fewer than sixty percent (60%) of those voting support the question, it shall be within the Board's discretion to implement the proposed policy, or not.
- When the proposed policy involves a product boycott or a political stand: If a minimum of ten percent (10%) of the total number of members vote against the referendum question, the boycott or political stand shall not be implemented.
- If the Board decides to implement a boycott or political stand without first submitting the question to a member referendum, it shall announce the decision in the newsletter and delay implementation for one month from publication to allow any member who so chooses to obtain a petition of members opposing the boycott or political stand. If ten percent (10%) of the total number of all members sign the petition opposing the boycott or political stand, the Board shall not implement it.

*Update approved 5/12*

## **Policy for Distributing Literature and Campaign Information**

This policy covers literature written about and by Candidates for Board of Directors, as well as literature about Special Meetings and Referenda.

### 1. General:

- All documents must prominently feature the name of the writer(s) and any group that these individuals represent.
- Campaign documents may be placed on the table in each store that is specifically designated by Management for this purpose.
- Documents that contain obscene language, obvious errors or misstatements of fact, information deemed to be confidential, or threats may be removed at the discretion of the Board or management. This may be done even if prior approval for distribution has been received.

- Campaigning must be done in a respectful manner. Campaigners need to follow the rules of conduct—see member handout. Attempts to pursue, harass, or annoy anyone, or to continue a conversation when an individual wishes to end it, may be considered a violation of such respect, and any individual who campaigns in such a manner may be stopped at the discretion of Management or Board.

- Appeals of actions taken under this policy should be made to the Executive Committee.

2. Official Documents:

- Official documents (those developed by/for the Harvest Board, any subcommittee of the Board, or Management) MUST be approved in advance of distribution. Such approval must be made in writing, by either the Secretary or the President of the Board, and his/her signature and the words “approved for distribution at Harvest” must be written on the final version of the document.
- Copies of this document with signature indicating approval must be given to the General Manager, each Store Manager, and at least one Front End Manager before any documents are distributed. A copy of the approved document should be retained by the approver and by the individual/organization wishing to distribute it.
- Official documents MAY include the Harvest Logo and name in the typeface of the organization.
- Official documents may be posted on windows, doors, walls, tables, bulletin boards, or any other surfaces of the stores, inside or outside, with and only with the prior explicit approval of Management as to the specific locations on which posting is requested. Postings on any other locations may be removed at the discretion of the Board or Management.

3. Unofficial Documents (not approved by designated members of the Board):

- Unofficial documents may not be posted on any windows, doors, walls, tables, bulletin boards, or any other surfaces of the stores, inside or outside.
- Unofficial documents must not look like official Harvest documents, must not be on Harvest Letterhead, and must NOT include the Harvest logo, the name Harvest Co-operative Supermarkets in the typeface of the organization, or any tagline or motto of the organization.

4. Campaign Literature and Methods

- Campaign statements of candidates for the Board of Directors and supporting literature may be placed on the designated table for shoppers to pick up at their own discretion. This literature may also be distributed in person during and only during a 2-hour period designated by the Nominating Committee of the Board of Directors.
- Referendum campaigning may be done at any time.
- Those campaigning may engage shoppers in conversation and distribute materials as long as the campaigners remain in close proximity (about 10 feet) to the designated table and as long as receipt of documents and verbal information by a shopper is entirely voluntary.

*Update approved 5/12*

**ACTION ITEM** Diane to send old Referendum Policy to Rebecca.

### Vote to Accept the Results of the Petition Campaign

The next item on the agenda was to accept the results of the petition campaign to have a member referendum on Sabra hummus. The group turned the petitions in a few days before August 1, 2012. Harvest had 4,111 active members on August 1, 2012, so the group needed signatures from 411 active members to proceed with the referendum.

**ACTION ITEM** Diane: Get the numbers regarding signatures needed under both scenarios and put them in the minutes.

Each name from the petition was checked against the database of active members as of August 1, 2012. Any active members found in the database were counted towards the eligible total. Active members are those who have paid their membership and spent at least \$1 in the store in the past year. Inactive members and non-members were not counted towards the eligible total in accordance with Harvest's by-laws (Article 3, section 1d, below, relevant section underlined.)

**ACTIVE OR INACTIVE STATUS:** A newly admitted member shall be deemed an active member with full voting privileges for one year from the date of admission and shall, thereafter, be classified as active or inactive pursuant to this Article 3, Section 1(d). With respect to either or both classes of members, the Board of Directors may provide for a membership renewal fee or other method that will qualify a member as an active member without regard to minimum purchases. Only active members shall be entitled to vote at meetings of the members and only active members shall be counted in determining the number of members required for quorums or determining the minimum number of votes required by the by-laws or the articles of organization to conduct an election or take any other action of the members. A member who is an inactive member for five consecutive years shall be deemed to have withdrawn from the Cooperative and, in the case of equity members, the Equity Membership Account of such person shall be treated as a non-refundable contribution to the additional paid in capital of the Cooperative. In addition, the Board of Directors may set a minimum amount of annual purchases for an equity member to qualify as an active member.

In order to ensure fairness to the group requesting the referendum:

- The signatures and totals were rechecked to ensure accuracy.
- Only names were checked: no one was penalized for an incorrectly written or missing member number.

The petitions contained:

345 Active Members

136 Inactive Members

455 Non-Members

54 signatures from people who did not indicate whether they were members. Each one of these was verified as a non-member.

Therefore, there were not enough signatures from active members to continue with the referendum.

Harvest has a total of 15,099 members if both active and inactive members are counted. Ten percent of that number is 1,500. So if active and inactive member signatures had been counted toward the 10% total, the group would have needed a lot more signatures.

**Motion: Accept Results of the Petition Campaign**

The motion was moved and seconded. Approved 7-0-0.

**Election Update**

There are three candidates for three positions. Member status still in the process of verification.

**MSCC Update**

There was a small MSCC (Membership and Social Concerns) committee meeting on the previous Monday. The main item of discussion was, “How can the MSCC be more representative of the co-op?” Four potential areas are:

- Newsletter and communication
- GMO & other marketing
- Member engagement
- Member assembly

Since having events that engage the members is part of the Board’s Ends Statement, the Board has to figure out ways to offer opportunities for people who want to be engaged more.

*SoJust* was mentioned as an organization that does trainings for nonprofits on managing volunteers.

**ACTION ITEM** Diane: Look up date of *SoJust* training on their website

MSCC Sept. Minutes

*Wayne, Chris, Kim, Andrew*

A. Recap. of member meeting Aug. 28<sup>th</sup> –Brief mention from volunteers from Harvest at the Food Project Sept. 8<sup>th</sup>

2 A. GMO’s – many members at the Aug. 28<sup>th</sup> meeting expressed an interest in getting in touch with NCGA, Park Slope Co-op (Andrew to contact), OCA? See E. for more info.

B. Harvest Times ongoing work: Article for the next edition from MSCC – Kim will do an employee spotlight, due to Chris by Nov. 20<sup>th</sup> (October edition is already full)

D. Annual meeting prep. – recap of MSCC’s activities for the year: International Year of the Co-op banner, Food Project volunteering, Co-op Faire, GMO education, Harvest Times work, push for more information from the Board

E. Recruitment – getting new members from annual meeting/elsewhere for the future: Andrew to have clipboard at the annual meeting. Most of the meeting we talked about this and how we could build our numbers. People come often for one thing but MSCC isn’t working on what they are interested in, how can we expand people’s involvement and interests? Brief discussion about having bi-monthly dinners used instead for member gatherings around specific discussions and projects, no current budget for expanding this but could be interesting. Chris D. didn’t like “rewarding” volunteers but Andrew and Wayne felt otherwise. Wayne proposed a new member committee that worked on four broad categories of items: 1. Newsletter/Communication. 2. GMO/Marketing. 3. Member Engagement. 4. Member Assemble and governance issues. The goal would be to try to get 40 people involved over time (1% of active members). Each month



this working group would meet and then split into their relevant sub-committees. Maybe Chris Durkin would need to get a 2<sup>nd</sup> person to help him with his member engagement work and managing this project.

F. Wayne's addition: BASEN (Boston-Area Solidarity Economy Network) program featuring a documentary film about worker co-ops. Wayne to email Chris with the details. Maybe we could sponsor with food?

G. Next Meeting: Oct. 22<sup>nd</sup> got commitments from 4-5 people to be there.

ANNOUNCEMENT: Effective volunteer training – Oct. 1<sup>st</sup> 6 p.m., \$10/person

#### Bike Lot Ideas (or “parking lot”)

- \*member business directory
- \*pre-order buying club
- \*rutabaga review
- \*online member forum
- \*Co-op film sponsorship – Food for Change
- \*many others – have we forgotten anything?
- \*Ongoing donations strategy
- \*Labeling committee

#### Preorder Proposal

At 7:56 the Preorder Proposal from the MSCC was taken up. There was a brief discussion but the Board asked Mike not to pursue that option further at this time due to lack of existing space and because they decided that even if Harvest had the space (for instance, at the new store or when the new store opens and there could be space created at the old JP store) it is not a priority at the moment and the Board does not wish for Mike to spend more time researching the issue now. However, it would still be an interesting idea in the future.

#### **Annual Meeting**

At 8:04 the Board took up the Annual Meeting discussion and reviewed the reports that are needed. The meeting will start at 6 p.m. Healthy food will be a priority for the dinner. Only active members will be allowed to attend the meeting.

**ACTION ITEM** Andrew: Create list of tasks for annual meeting on Google docs

**ACTION ITEM** Christina: Email Chris Durkin about getting a definition of active membership in the newsletter and on the website.

**ACTION ITEM** Christina: Email Chris Durkin about putting an alert in the newsletter to make sure you have met the requirements for active membership to attend the annual meeting.

#### **Monitoring Reports**

At 8:30 the Board took up the GM monitoring reports (Policy: B8 –Board Logistical Support, Policy: B1 – Communication to the Board) and the Board monitoring reports (C8: Governance Investment, D1: Unity of Control). Upon reviewing the Decision Tree they accepted the reports.

**Motion: Accept monitoring reports as in compliance (B8 –Board Logistical Support; B1 – Communication to the Board; C8: Governance Investment, D1: Unity of Control).**

The motion was moved and seconded. Approved 7-0-0.

### **Board Manual Update**

At 8:35 Diane gave the Board Manual Update for the Administrative Review committee. The committee recommended adopting all of Steve Clifford’s recommendations. In addition, they recommended putting in two articles on fiduciary responsibility.

**Motion: Approve recommendations of the Administrative Review committee.** The motion was moved and seconded. Approved 7-0-0.

### **Minutes Approval**

At 8:40 p.m. the Board discussed the minutes. Approval was tabled for the time being. The Board will consider this question: “Can we share updates with members?”

### **Close the Public Session**

**Motion: Close public session.** The motion was moved and seconded. Approved 6-0-0.

The public session closed at 8:43 p.m.

### **Action Item Summary**

**ACTION ITEM** Diane: Send old referendum policy to Rebecca

**ACTION ITEM** Diane: Get the numbers regarding signatures needed under both scenarios and put them in the minutes.

**ACTION ITEM** Diane: Look up date of So Just training on their website

**ACTION ITEM** Andrew: Create list of tasks for annual meeting on Google docs

**ACTION ITEM** Christina: Email Chris Durkin about getting a definition of active membership in the newsletter and on the website.

**ACTION ITEM** Christina: Email Chris Durkin about putting an alert in the newsletter to make sure you have met the requirements for active membership to attend the annual meeting.

### **ADDENDUM**

The Board approved the August 28 minutes of the meeting at the Cambridge Public Library by email. **Motion: Approve August 28 minutes.** The motion was moved and seconded. Approved 6-0-3.