

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
2 APRIL 2012**

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

Leave of Absence: Rebecca Nemeč
Guests: Bryan Doucette, John Lively
Meeting minutes taken by Diane Simpson.
Meeting commenced at 7:08 p.m.

Agenda Review

Stephanie facilitated the meeting. The agenda review was very brief and then the meeting proceeded. Action items were reviewed—all action items for March were completed and the questionnaire data was analyzed last Sunday.

Administrative Items

There were two administrative items to be reviewed. The first was whether to change the name of the member session back to “public session” and the second one was whether to eliminate the committee updates. There was a brief discussion on each item.

Motion: Rename “member session” to “public session.”

Wendy moved, and Christian seconded, the motion to rename “member session” to “public session.” Approved 7-0-0.

The Board decided by consensus to keep the committee updates.

GM Report

1) Mike talked about the recent newspaper articles that mentioned Harvest. He said we are often the store of choice for natural and innovative products. We were the first to test and sell FreshPaper, a product that aims to prevent produce spoilage around the world. FreshPaper consists of 5-inch-square biodegradable sheets with a waffle pattern, which is infused, with the patented Fenugreek formula of edible, organic botanical extracts. The sheet is placed next to leafy greens or fruit where it can increase shelf life by two to four times. The formula slows down bacterial and fungal growth, as well as the enzymes that cause fresh fruit and vegetables to break down.

2) Mike was recently contacted by Associated Grocers of New England. This is a cooperative grocery distribution company, of which Harvest Co-op (along with many other co-ops) is a member. They asked him to serve as a member of the Board of Directors Selection Committee for 2012. This five-person panel is charged with interviewing and selecting the next member of AGNE's Board of Directors, which sets the strategy and direction of the largest wholesale supplier to independent grocery retailers in New England.

Scotland arrived at 7:15

3) Arboretum Store Update: The weather has been cooperative and construction is continuing as planned on the Arboretum Project at Forest Hills. We do not yet have completion dates but we still anticipate a late 2012/early 2013 time frame.

Andrew explained to the guests what Harvest was doing and asked Mike to explain Associated Grocers. He asked what the potential was.

Mike responded that Associated Grocers has a long history of “being there” for small grocers like Harvest. They are second only to UNFI as a supplier. Most of Harvest’s equipment is sourced through them because they have buying power.

Retail Strategies Communication Committee

At 7:13 Christina presented the Retail Strategies Communication committee update. Stephanie, Matt, Andrew, and Scotland helped with questionnaire analysis. Christina quickly explained the questionnaire and showed it onscreen. She said right now we only have preliminary results. The Board needs to think of questions, such as the one below, “What could we do to foster a better sense of community at Harvest?”

About half of the respondents shop in Cambridge; one-fourth shop in JP; and one-fourth shop at other stores. Most (46%) want to support a local market.

What would help them shop more at Harvest?

--A lot of different things.

63% value being part of a community that has similar values and principles.

41% who are not member-owners were once member-owners but let membership lapse.

70% of respondents don’t feel the need for more involvement with the co-op.

14% say they want to be more involved but don’t know how.

What could we do to foster a better sense of community at Harvest? (Big question.)

Will you be willing to do outreach for the new stores?

87% no


8% yes

ACTION ITEM RSC committee to write a letter to people who want to be more involved.

In the discussion that followed it was pointed out that there’s a very low number people who want to do outreach. There is an opportunity to reach out to these people to get them involved in the Co-op. Note that this is not a scientific survey, so we cannot simply generalize the results to all Harvest members and customers. We would have to conduct a random sampling of members and customers to be truly scientific. The cost and time required to do that was prohibitive for us at this time. The RSC update ended at 7:28 p.m.

Referenda Committee

At 7:28 p.m. Matt presented the worksheet of the Referenda committee, which consists of him, Stephanie, and Annette. (See next page). There was a very short discussion.


COMMITTEE WORKSHEET	
	
Title Committee name	Harvest Referenda Committee Worksheet
Last update	Last update: 3/29/12 (Updated from “Boycott Committee” worksheet)
Purpose Why exist?	Recommend a referenda process to the Board.
Expectations / Accomplish Authority? Limits to Authority?	<ul style="list-style-type: none"> • Referenda process that is consistent with our bylaws (see Article 6, below); follows the spirit of our Policy Governance document; allows groups to hold referenda following a standardized set of procedures, and integrates well with the Board calendar. • Referenda process that allows groups to get the word out while minimizing disruptions in and around the stores. • Referenda petition form that creates consistency among referenda and allows members to sign without compromising privacy of confidential information. <p>ARTICLE 6: REFERENDA</p> <p>(a) Referenda may be placed before the membership by the Board of Directors, or by petition of 10% of the membership. Referenda shall be conducted according to rules established by the Board.</p> <p>(b) Results of a referendum shall be binding on the Board if 25% of the membership casts ballots, and if 60% of those ballots favor a proposal, excepting that:</p> <p>(c) Decisions to boycott a product, or to take a public political stance, shall be vetoed if opposed by 10% of the entire membership, either by signing a petition or by voting against it in a referendum.</p>
Term Standing? Recurring? Ad hoc?	April-June
Composition & Chair	Composition & Chair: Stephanie Golas, chair Members: Stephanie Golas, Annette Ghelfi, Matt Auerbach
Meeting Schedule	TBD
Budget Dollars? Time?	Budget Dollars, Time Budget: \$0 Time: 4-5 hours per month

Motion: Approve Referenda committee worksheet.

Christina moved, and Stephanie seconded, the motion to approve the Referenda committee worksheet. Approved 8-0-0.

Election Committee

At 7:30 the Election committee was up to present their worksheet. This was a very brief discussion that focused on who would chair. (Directors up for election cannot chair this committee.) Stephanie offered to chair.

 COMMITTEE WORKSHEET	
Title	Harvest Election Committee Worksheet
Committee name	Prepared by Annette Ghelfi, email: aghelfi@harvest.coop
Last update	Last update: 3/22/12
Purpose Why exist?	<p>The purpose of this committee is to promote the November 2012 election and appoint directors based on the results of member votes.</p> <p>Objective: This committee will conduct outreach to Harvest members and the general public to inform and encourage candidates for the Harvest 2012 Board election. (Those in the general public will be advised membership is required for board participation, and that MSCC experience is preferred)</p> <p>The committee will 1. review nominations 2. recommend endorsements 3. administer the election</p>
Expectations / Accomplish	<p>Accomplishments:</p> <p>1) Members and non-members will be recruited from various sources, and contacted with information regarding the election. 2) Selection and endorsement of candidates by the Board. 3) Introduction of the candidates to the members at the Annual Meeting. 4) Election of new directors.</p>
Authority?	Committee will conduct outreach through informing other BoD to mention the election at tabling, reviewing and disseminating election packet and election marketing materials
Limits to Authority?	Authority/Limits: Committee will conduct election. Committee will consult Board if they foresee any conflict of interest with any candidates.
Term Standing? Recurring? Ad hoc?	May-October
Composition & Chair	<p>Composition & Chair: Stephanie Golas, chair</p> <p>Members: Annette Ghelfi, Rebecca Nemeč, Scotland Willis</p>
Meeting Schedule	TBD
Budget Dollars? Time?	Budget Dollars, Time Budget: \$0 Time: 4-5 hours per month

Motion: Approve Election Committee worksheet.

Christina motioned, and Scotland seconded, the motion to approve the Election committee worksheet. Approved 8-0-0.

MSCC Update

At 7:32 Andrew gave the MSCC update. He explained to the guests what the MSCC does and when it meets.

Andrew explained the humorous newsletter article from Kanishka. Its aim was to liven up the newsletter. A couple of directors thought the part about “house arrest” was a bit over the top though, because some members might take it literally. Andrew said the MSCC has also been looking at a lot of other co-op newsletters in order to figure out how to make ours more interesting and appealing.

Andrew wrote a member spotlight but it did not run due to lack of space. It will run in the next newsletter. Then Andrew touched on the synopsis piece and requested feedback on it. He also noted that the MSCC had talked about other ways of getting the word out to people. He said he would like to know if someone else is willing to do the synopsis this month. Chris Durkin has told him to aim for 80-100 words in the synopsis.

ACTION ITEM Scotland to do the Board meeting synopsis for this month.

He said the MSCC also worked on a banner for International Year of the Co-op. Annette’s husband volunteered to produce the banner for them. They are still working on something for GMO education.

Board Education: Member Loan Campaigns

At 7:40 the discussion moved on to member loan campaigns. Christina put part of an article from Cooperative Development Services in the packet so the Board could understand what is involved in undertaking a member loan campaign. She said the purpose is to get literal “buy-in” from the members. Matt asked if these campaigns were run by the Board or by the staff.

ACTION ITEM Christina to find out who ran the last member loan campaign: Board or staff.

A director noted that it was not likely that people are shopping at Harvest for purposes of economic cooperation.

Christina informed the Board that Harvest does not need member loans for Arboretum Place.

Minutes Approval

At 7:46 the Board reviewed and approved the minutes from the last meeting. The Board administrator requested a motion and a second on the online votes that had taken place after the March meeting so that they could be written up in a manner consistent with the regular meeting

votes. There was a brief discussion as to whether or not this was necessary. The Board Administrator asked the Executive Committee to think about this after the meeting. For this particular situation the motions were moved and seconded.

ACTION ITEM ExComm—Discuss if Board wants to eliminate names in the motions and seconds and just say, “The motion was moved and seconded.”

Motion: Approved March Public minutes.

Matt moved, and Scotland seconded, the motion to approve the March Public minutes as amended. Approved 8-0-0.

Motion: Close Public meeting.

Scotland moved, and Andrew seconded, the motion to close the Public meeting. Approved 8-0-0.

The Public meeting closed at 7:50 p.m.

Action Item Summary

ACTION ITEM RSC committee to write a letter to people who want to be more involved.

ACTION ITEM Scotland to do the Board meeting synopsis for this month.

ACTION ITEM Christina to find out who ran the last member loan campaign: Board or staff.

ACTION ITEM ExComm—Discuss if Board wants to eliminate names in the motions and seconds and just say, “The motion was moved and seconded.”