

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
3 JUNE 2013**

Attending: Matt Auerbach, R. Wayne Clark, Stephanie Golas, Arash Kani, (via telephone) Dave Madigan, Leah Madsen, Diane Simpson (Board Administrator), Stephanie Souza, (via telephone) Mike St. Clair (General Manager, via telephone).

Absent, Excused: Eva Amanda Agudelo
Guests: Dina, Steve
Meeting minutes taken by Diane Simpson
Meeting commenced at 6:40 p.m.

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Prior to the meeting the Board had discussed and approved via email the trip of one of the directors to the Consumer Cooperative Management Association (CCMA) conference in Austin.

Motion: The Board approves the funding of up to \$3000 for Wayne's trip to the CCMA conference in Austin. The motion was moved and seconded. Approved 6-0-2.

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Agenda Review

--Have an update on Egleston Square Farmers Market after the MSCC Update.

Member comment

Member Comment #1:

I have two concerns:

- 1) I am curious about how membership is going in new Arboretum store. Seems to be very “uncrowded.” I am concerned about the financial situation there. Is the Board following through to see how we’re doing over there?
- 2) I am also concerned about the boycott potentially coming back—this is disturbing, scary, and frustrating. We engaged in the process of working with that group and they do not have Harvest’s interests in mind. The Board should not spend time working on that –they should work on something crucial to the future of Harvest.

Member Comment #2:

I am here to support your decision so far to keep the Harvest out of the boycott and keep focused on selling food.

Reply (to first comment): The info we have received thus far from Mike about Arboretum store has been very positive. Membership was strong at signup. We signed up a lot of people that were new to Harvest.

The members were happy to see the Board back tabling again at the other Harvest stores. A director was there and took notes. Another director noted that the Harvest at Forest Hills was not originally designed as a walking store—it was designed for cars, so it had a tough time initially finding its niche. However, now that the weather is better and the Arnold Arboretum has become a walking destination, traffic is picking up.

Member question: I would like to know how many members shop at Harvest Arboretum.

Answer: The ratio is about 70-30: non-members to members.

Member comment: Member baskets tend to be bigger.

A director commented that it might be good to revisit the numbers on the Arboretum store again.

May Minutes

No additions or corrections were requested.

Motion: Approved May public minutes. The motion was moved and seconded. Approved 7-0-0.

Tabling Experience

One of the Board members noted that there was good engagement at tabling. People were responsive and they got a new person to sign up.

Mike entered the meeting at 6:55 p.m.

The Board discussed the tabling schedule and made arrangements to cover all three stores.

ACTION ITEM Stephanie and Dave at Arboretum; Leah at South Street. Stephanie will go to Cambridge.

Ideas discussed:

- Great to have something specific to talk to people about.
- Have printed material to hand out about upcoming MSCC-led events.
- Have a poll and ask people something like what is their favorite frozen desert.
- Have a sales rep come in and give out samples.
- Pick a topic and have people fill out the card with their response. Example: Tell us one thing you like or dislike about Harvest.
- Encourage people to put their email addresses on a card; and drop it in a bowl for a prize.

ACTION ITEM Leah to write up some talking points for tabling.

MSCC update

- Working groups did not survive—ended up with the speaker series group
- The most recent topic was about smart food choices
- Turnout was good—about 15 people—and there were great snacks.
- Board member should be there next time to introduce the speaker and say a few words about Harvest.

- The plan is to have these quarterly.

The Board discussed that fact that there are no Monday meetings anymore and that the MSCC has a different kind of feeling. The speaker series is the only manageable thing at the moment. Stephane would prefer to be more of a liaison rather than an event planner. She asked what the other directors and the member attendees were looking for from their co-op.

Comments:

- I wanted to attend but couldn't. Felt proud that Harvest was doing that. Maybe somebody could write a couple paragraphs about it for the Harvest Times and let other people know about it.
- Almost all my engagement with Harvest is about shopping—I fondly remember the health and wellness lectures even though I didn't go to them. Maybe have light short interactions and bring more of your producers into the stores so people could ask them questions about the product and how it is made.

The directors discussed the idea of a producer fair, where perhaps members could place orders right then and there.

Egleston Square Farmers Market Update

Started as a winter market and had great success. Expanded now. Had their first summer market on Saturday. Harvest provided compostable plates and cups for their barbecue bash. Harvest will be taking on a bigger role and will soon have a sponsor table. Harvest will also be a once-a-month coffee sponsor. The market drew over 500 people per market over the winter. All kinds of vendors and food trucks are present. It is held from 10-2 on Saturdays. Harvest needs stronger JP connections because the face of JP is changing all the time. Stephanie will get in touch with Chris Durkin to see how the tabling will be organized. Others are welcome to pitch in.

Comment: Make sure to include this in the Harvest Times and tell members to come see you there!

Election Committee

The election committee consists of Matt, Wayne, and Arash.

There were two things to point out:

- 1) They didn't discuss strategies for reaching strong candidates at their last meeting
 - 2) They just found out about the MSCC not meeting on Mondays
- Arash made a second draft of a handout for tabling
 - They worked on tightening up the language
 - Link on the Web site needs to be fixed

ACTION ITEM Stephanie has a list from previous elections of people who have expressed interest in running in the past / also people interested in filling the temporary slots that she will forward to Matt

ACTION ITEM Matt to forward Diane the reminder he wrote to Chris

BDS (Hummus group) discussion

Eva has written a proposal for the meeting:

BDS Proposal

Proposed that the Harvest board accept the decision of the previous Board to cease work on the BDS group's efforts and turn full attention to repairing relationships with the group itself, insofar as it does not require us re-opening the issue of a boycott.

- The previous Board voted to close the issue
- The previous Board accepted the signatures (not enough for referendum)
- The previous Board president sent the current Board an email about this:

We lost three Board members over this issue because it took up so much of our time. This issue took up so much time we didn't have time to think about how to engage members for the Arboretum store. The Board missed important things it was supposed to do last year. The Board maintains is that Harvest's job is not to make political statements.

The Board president strongly recommended that we move forward without this on our agenda.

The Board had a very long discussion about this issue and also discussed a resolution prepared by one of the directors calling for a referendum.

Comments:

- BDS is a larger national movement that is focused on the BDS issue, not on Harvest.
- Food choices we make are a political statement.
- Not holding the referendum gives people who oppose a boycott total control.
- We followed the bylaws, which are deliberately written to have a high threshold because Harvest does not want to take choice away.
- The process was followed and the group did not have enough signatures.
- The following month two members came in and asked us to take Coke, Pepsi, and bottled water off the shelves. What is the threshold for how many members have to be passionate about something before the Board spends a lot of time and money educating people?
- The BDS group acknowledged that they were not going to win the referendum, they just wanted to use Harvest's time and money for educational purposes.
- The Board spent a lot of time working out an agenda with them and then they came into the meeting with their own agenda.
- We are a very new Board and do not have a great deal of institutional knowledge. Even though there is not continuity in the people there should be a continuity in the institution.
- The Board has a legal, ethical, and moral responsibility to preserve the co-op. It would be troubling if this issue led you to go in a direction that contradicts what is in the bylaws.
- The Board was inundated with emails 60-40 saying "Don't have a referendum." The Board let the process work its way through.
- There was no issue raised until they did not get the required number of signatures.
- I will not be part of the Board if we go forward with this.

- We could allow the members to discuss the issue—the point of ending this is to suppress discussion.
- We are respecting the time and energy of the previous Board.

BDS Proposal

Proposed that the Harvest Board accept the decision of the previous Board to cease work on the BDS group's efforts and turn full attention to repairing relationships with the group itself, insofar as it does not require us re-opening the issue of a boycott.

A director went on record as being strongly against the proposal.

Motion adopt Eva's proposal (above). The motion was moved and seconded. Approved 6-1-0.

Website Redesign

Mike said the timeline for this was open-ended, so the directors decided to table the discussion. A director suggested setting up a committee, and also noted he had some strong ideas on how the website could be used to help increase member involvement and participation. The Harvest IT team is doing the update. They are studying other web sites.

ACTION ITEM Stephanie to bring all the previous website ideas to the next Board meeting.

ACTION ITEM Wayne will try to find out more about co-op websites at the CCMA conference.

ACTION ITEM Stephanie to ask CDS about websites.

ACTION ITEM Each director to spend some time studying web presences.

ACTION ITEM Matt to email Mike and the Board a small packet of info about Venture Cafe.

Board Monitoring

Monitoring Summary: C4-C5: Meetings & Code of Conduct

- Not starting meetings on time
- Maybe 6:30 not a realistic start time
- Directors should all make every effort to get here at 6:30
- Low scores also on conflict of interest
- Need to be aware of what the different policies are around that
- Low score on not respecting previous Board on their decisions

Other scores were fairly high. One director gave a low mark because it said we didn't want the conflicted person to participate in the conversation or the vote. A former Board president said we went through that process several years ago. Another director said it seemed that the Board policy register is in conflict with the Board decision on employee Board members. This creates division. There are checks and balances built into the bylaws—don't see why further constraints are needed. The former Board president said that there is a lot of precedent in the co-op world that employees do not participate in writing the manager's performance review.

The Board had a brief discussion about if there was precedent in the co-op world for employees to be negotiating their salaries. Mike said that a formal review process is something Harvest has never had. It has never come up in a formal sense. It takes a lot of time and resources to make that happen. In the past people have been promoted or given pay raises based on talent, etc. He noted that we are not the best-paying outfit out there but we have a very good benefit package. If this needs to change he is willing to engage in that discussion.

The former Board president pointed out that Harvest has policies around treatment of employees in the policy register. He suggested that the Board review the current employment contract with the GM and consider the problem the Board might have hiring a new GM if employees are part of the GM review or the salary review. The employee director said his main issue is “division of the Board.” Discussion was tabled and the Board moved to accept the monitoring reports.

Motion: Accept the Board monitoring reports on C4 and C5: Meetings & Code of Conduct.
The motion was moved and seconded. Approved 7-0-0.

The guests left the meeting at 8:37 p.m.

Motion: Close public meeting. The motion was moved and seconded. Approved 7-0-0.

The public meeting ended at 8:38 p.m.