

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
7 JANUARY 2013**

Attending: Eva Amanda Agudelo, Matt Auerbach, R. Wayne Clark, Stephanie Golas, Andrew Kessel, Arash Kani, Leah Madsen, Joseph Stephen Rusckowski, Diane Simpson (Board administrator), Mike St. Clair (general manager), Christian West.

Absent: Wendy Holding
Guest: Tianyu
Meeting minutes taken by Diane Simpson
Meeting commenced at 7:10 p.m.

From 6:30 to 7:00 the Strategic Board Session took place. The discussion was around “Operationalizing our Ends.” The Ends Policy says why the co-op exists.
Tianyu arrived at 7:27 (member)

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Agenda Review

Move Board retreat before Board budget brainstorm
Add new item: code of conduct (ten minutes).
7:15 agenda review complete.

Code of Conduct

A director has a concern with the last sentence in the code of conduct—doesn’t see the purpose of this sentence:

“I agree that if, in the opinion of the majority of co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the board immediately and shall not seek to cause continued disruption to the co-op and the co-op board for that action”

Dismissal for cause—ok, but this says, “In the opinion in the majority of co-op directors I have violated this agreement I will resign immediately.”

Also 11th and 12th points are somewhat problematic:

- Be a team player and agree to abide by the majority action of the board, even if its is not my own personal opinion;
- Present the agreed-upon view of the board of directors, rather than my own, when I speak for the co-op to employees, members, shoppers, and the general public;

If we agree to operate by consensus fine, but it is a mistake to not be able to say, “The Board voted this, my opinion was that.”

One director suggested we tackle and focus on the most problematic issue brought up this time around which is when directors can remove other directors. We already have rules in the bylaws about this so we can make the code of conduct consistent with our bylaws by just replacing that last part with what's written in the bylaws about director removal.

There will be an email vote over replacing the language in the last sentence with the language in the bylaws.

At one time there was a document with the action items and people signed off that they did them (or not.) Not clear at this time if it will be replaced with something else.

*****ACTION ITEM***** Andrew will follow up on the Code of Conduct.

7:25 Member Comment

Sabra letter was read aloud.

At the last Sabra meeting they said maybe they said they would have another meeting. This letter is a threat. Specifically the “threat” is that the group will drop their membership and encourage others to do so at Harvest.

Go-round and discussion ensued.

Consensus: The consensus the Board reached was not just that they would not revisit the referendum, but that one director (Wayne) would try to see if the Board could work with this group in other ways before responding with a letter with their conclusion.

Mike: Financial impact insignificant.

Minutes Review

One edit: Change “Arborway” store to Arboretum store on page 2.

Motion: Approve December public minutes. The motion was moved and seconded.
Approved 8-0-0.

7:48 New Board Members Sworn in; succession & Board sustainability planning

Motion: Accept election results and seat Arash Kani. The motion was moved and seconded.
Approved 8-0-0.

Succession planning

Stephanie was nominated as president. Possibility: Steve will mentor.

New secretary needed. The job description was reviewed.

The Board will think about it for a month.

Motion: Andrew will step down as president and nominate Stephanie Golas for president.
The motion was moved and seconded. Approved 8-0-0.

Board Sustainability

Wendy (Vice-President) is thinking of stepping down from the Board. A co-worker of Andrew’s might be available for an appointment position. Andrew will try to recruit her. Christian is thinking of resigning also because he bought a small business and will be extremely busy.

Questions to consider:

- 1) Do we want appointees?
- 2) Can we change expectations and norms so it becomes more feasible to have a sustainable board where people can stay and do less work?

Requirements for Treasurer:

Need to be able to understand financial statements and read contracts.

Christian might be able to continue on a reduced-workload basis.

The expectation will be to read the packet and come to Board meetings, but no committees, tabling, monitoring reports, etc.

Suggestion: Have Treasurer and Assistant treasurer at all times.

Consensus: Go with the plan of his stepping back for now.

Christian will look to find a replacement in the long-term with someone who might also have a financial background or abilities.

The Board talked for several minutes about recruitment and leadership development.

Notice in Harvest Times: Recruitment for new Board members.

Motion: Christian (treasurer) will stay on with reduced workload.

The motion was moved and seconded. Approved 8-0-0.

*****ACTION ITEM***** Eva is willing to create a blurb about being a board appointee and ask Chris Durkin to run it in the Harvest Times.

Diane (board administrator) explained why she made the recommendation to add “Board” to the sustainability list in the Ends statement. After 5¹/₂ years with the Harvest Board she has seen the directors pile more and more work on their plate and never take anything off. Therefore, she recommended that the Board deliberately add “Board” to the Ends statement where it says “A healthy, sustainable and vibrant community for our members, customers and staff.”

The Board discussed it but decided not to put it there—but to put it in the Board operating agreements. It could be in the Board manual or in the Code-Conduct-Commitment document. Andrew has some other ideas about how to reduce the Board workload. Directors will also talk about Board sustainability at CBLD and get more ideas.

8:24 Tabling

Board discussed quarterly tabling. Now they have 3 stores--can't cover all 3 every month. Suggestion: Rethink tabling--maybe just do Arboretum. Board hears a lot of operational comments that aren't under the purview of the Board so they can't do anything about them. So it's not a very good use of time.

The Board discussed the goals of tabling:

- Interacting with members
- Member feedback
- Recruitment
- Having our face in the store

Tianyu left at 8:25

Suggestions: Separate member recruitment from tabling and do it as needed. Also do tabling at new stores as needed. Look at the goals and see if there's other ways of achieving them.

Consensus: 3 people at the new JP store on MAD days.

*****ACTION ITEM***** Matt will put the names in the schedule on Google docs and email it out. Only Arboretum store has tabling for the rest of the year.

7:35 JP member meeting

There was a brief discussion about having a JP member meeting. The RSC (Retail strategies committee) planned the Cambridge meeting. All the RSC committee members are gone.

Suggestions:

- Partner with JP forum or JP net
- Ask Mike what he would like to see done

People willing to be on this committee: Stephanie, Wayne and Leah. Eva will help out.

How soon does the Board want to move on this?

Consensus: By March.

Andrew asked the JP forum about partnering with them for a JP meeting and they told him they don't normally do business (even if it's non-profit or a co-op) forums or this genre of meetings.

8:42 Board retreat planning, CBUILD 101, and CCMA

The Board discussed who would go. Highly recommended by Christina and Andrew. The directors discussed travel arrangements and registration procedures. Six people are going.

CCMA

Andrew highly recommends. It is in Austin this year. June 6,7,8. Three people are interested.

CBUILD

Six people are attending the Brattleboro event.

Retreat Planning

This is on the agenda in February but this is a brainstorming session. A few ideas:

- 5-year plan
- Operating agreements
- Yearly workplan (dashboard)
- Member meeting planning
- Global ends
- Marketing & community outreach

ACTION ITEM Diane to confirm Board Retreat location for March 9.

Mike's direct reports and the 3 store managers will attend.

8:52 Board Budget Brainstorm

- Final tally needed on people going to CBLD and CCMA (6 & 3)
- Mike: one at the most in the past (CCMA)
- Keep CDS
- Childcare reimbursement ? (keep as line item even if not funded)
- Board meeting food (expense dinner)

ACTION ITEM Christian to prepare Board budget for the February meeting.

9:58 Form Executive Compensation Committee

- At least 2 people needed
- Have worksheet filled out by February
- Have a proposal for what the committee will do

ACTION ITEM Mike to send the previous RFP to Andrew

Christian to be on this committee and he will chair. Stephanie and Arash on it also.

9:01 GM Report

No public GM report. GM Monitoring report is in the packet. The Board discussed the monitoring reports. It is hard to find the financial reports in Google docs. Board Administrator will pull them together and put them in their own folder. The directors need to read the financial reports because they are referenced in the GM monitoring report.

ACTION ITEM Andrew proposes that the Board vote over email after reading the financial reports.

9:08 Board Monitoring

For the January 2013 Board Monitoring questions the Board was asked to answer the following questions/statements:

C – Global Governance Commitment

Acting on behalf of our owners, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations. This statement received 5's with the exception of two 4's. In general, the Board strongly agrees that it is ensuring the coop produces benefit/value while avoiding unacceptable actions. However, the bellow comment was left by one board member regarding the ambiguity of the Board Monitoring question.

We are producing some value but what value? I don't think we've defined this well enough yet at this point. Or rather, we've defined it in our ends policies but haven't evaluated them yet so we don't know how we are doing. We also don't have anything about membership in the ends policies so again, while we may be producing benefit and value, we don't know for who or why really.

Global Board-Management Connection

The Board's sole official connection to the operations of the cooperative will be through the General Manager. This statement received 5's with the exception of one 4. In general, the Board strongly agrees its sole official connection to operations are through the GM.

The Board discussed the monitoring reports

There are no metrics

Motion: Accept the monitoring reports as in compliance. The motion was moved and seconded. Approved 8-0-0.

Close the Public Session

Motion: Close the public session. The motion was moved and seconded. Approved 8-0-0.

Public session closed at 9:10 p.m.

ADDENDUM:

The Board discussed the Code of Conduct over email and made a revision.

Paragraph A

I am aware that the Harvest Co-op Bylaws specify in Article 4, Section 5(a)(3) the following:

"Any Director of the association may be removed from office for cause, by a 2/3 majority vote of the remainder of the Board. Cause includes, but is not limited to, violation of the Board's code of conduct agreement."

Paragraph B

As a co-op director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority of co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the board immediately and shall not seek to cause continued disruption to the co-op and the co-op board for that action.

Motion: Adopt the Revised Code of Conduct language in Paragraph A above and remove Paragraph B above. The motion was moved and seconded. Approved 8-0-1

ACTION ITEM SUMMARY

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*****ACTION ITEM***** Eva is willing to create a blurb about being a board appointee and ask Chris Durkin to run it in the Harvest Times.

*****ACTION ITEM***** Matt will put the names in the schedule on Google docs and email it out.

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