

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
6 JANUARY 2014**

Attending: R. Wayne Clark, Lila Givens, Stephanie Golas, Arash Kani, Dave Madigan, Leah Madsen, Chloe Rivka (MSCC chair), Diane Simpson (Board Administrator), Stephanie Souza, Andrea Steele, Mike St. Clair (General Manager, via telephone).

Absent, Excused: Matt Auerbach
Meeting minutes taken by Diane Simpson
Guest: Casey Geist
The meeting commenced at 6:43 p.m.

Vote Key

Votes are recorded in this order: For, Against, Abstaining.

Agenda Review

The fourth item on the agenda (discuss MSCC Liaison) was eliminated--already resolved. Stephanie replaced Matt as facilitator.

Member comment

There was no member comment at this time.

Minutes approval

The Board administrator pointed out December 2014 meeting date adjustment. There was a brief discussion about having a March meeting. The consensus was no.

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

Motion: Seat Lila [Sandra] Givens to a 2-year term. The motion was moved and seconded. Approved 7-0-1.

Lila is now on the Board. (Her legal name is Sandra but she is known as Lila.)

Stephanie described to all present the code-conflict-commitment documents and the BOD expectations document and asked all to re-sign them, based on a recommendation from the Board advisor. She also described the committee worksheet and the process of forming a committee. She then gave an on-screen presentation about the "Dashboard," a multi-page Google spreadsheet that is used to store the many different items that the Board works on. She described the various items in the dashboard and how they are used. Stephanie said to "star" important items in Google docs. First item: calendar. This keeps track of important deadlines.

Member Comment

Member comment reopened when Casey arrived at approximately 7:05. He asked what was the point of the petition to the FDA to ban trans-fats if the co-op is selling things with trans fats. Stephanie responded that she would check in with Chris and see how he was addressing that. Another question: Why does the co-op stock foods with funky ingredients if it is trying to promote healthy food? Stephanie replied that Management made a decision a long time ago to appeal to a wide variety of people. She said we need to keep hearing from the members in order to persuade Management not to stock these items.

The conversation then returned to the Dashboard. Stephanie described the “active proposal” section. She asked directors to fill it in if they have a proposal. This will help prevent them from getting lost. Wayne suggested adding a date for completion of the action items. Stephanie displayed the “reference files” tab, which has links to important documents.

Retreat

The Board Retreat is coming up soon. It will be really important to discuss the Global Ends at this event. In the morning Management will be there so they can all discuss Global Ends. In afternoon Policy Governance will be on the agenda. The Board will discuss how they can make it more pertinent to Harvest and how they can improve it so they feel it is working for them. One of the directors observed that they need a place to do short-term planning about what issues to address in the year ahead.

CBLD

The CBLD program is this Sat in Keene NH. The directors made plans to attend the training. Wayne can be a backup with a second car if Matt is not available.

Tabling

Tabling was discussed this month with Rose Marie, the Board advisor, who expressed the opinion that it is not the best use of Board time in terms of the number of people they reach. However, staff and members notice when the directors are not there. Originally, tabling was started when there were both Board and MSCC members doing it, so Board members tabled perhaps three times a year. Rose Marie suggested planning something bigger, like a member event. The Board discussed the tabling issue.

The advantages are: Board members can connect with vendors and staff. The disadvantages are: It is lonely tabling by yourself, and exhausting when you have a lot of other things to do that week. The same Board members keep doing it all the time.

Another idea: member dinners. Only happened for one summer. Chloe hopes to start doing these in February. After a brief discussion the decision on tabling was: no for January, yes for February. Comment: “Let’s be open to times besides MAD days if we’re tabling in February.” Mike came on at 7:37. He said tabling would be OK with a couple of days notice.

Budget

The next item was a brief discussion of the budget:

- Budget item for book suggested by Wayne.
- Budget for MSCC.
- 250 for non-food supplies
- 150 for food supplies.
- Overall budget amount remains very close to what it has been in the past.
- Headings got cut off. Arash will email it out again.
- Stephanie showed a slide of the Board expenses.

Next, the Board discussed MSCC events. A few will be held at JP Cohousing because Diane (Board Administrator) will host. The Board decided to make events free for members. A director said \$100 for each event was reasonable. Someone recommended an event with Rudi at 21st Century Foods. Mike thinks \$500 for the events program is reasonable. One director thinks CCMA will cost \$2500 next year (meals are included). A director commented: "It's a large expense for limited benefit." The Board also discussed connecting with more of the CDS events instead of CCMA. Another director said she would prefer spending money to have the Board Advisor come out and do another training with the whole group instead of putting it into CCMA and sending one person.

ACTION ITEM Send comments on the budget to Arash. The Board needs to vote on the final budget in February.

Global Ends

Stephanee presented the draft of the Global Ends (below).

1. *Community*
Create a welcoming shopping experience and a vibrant community for members, customers and staff.
2. *Products*
Offer healthy and sustainable products with an emphasis on organic, fair trade and local at a reasonable price.
3. *Co-op Business*
Members, customers and staff are knowledgeable and excited about the cooperative business model.
4. *Environment*
Demonstrate environmental responsibility.
5. *Employees*
Create a positive work environment for employees while providing a respectful workplace and a living wage.

Rose Marie, the Board Advisor, reminds everyone that the Ends are supposed to be "far-fetched" and "lofty," so Harvest directors and staff will all be working toward something for some time. Once approved, Mike will have the whole co-op thinking about these ends and how they will use them on a day-to-day basis. Mike will figure out how to measure the ends. The Board will set some milestones.

The Board had a long discussion about the Global Ends. The guest asked if they could be more specific, and Stephanie explained that that is not the nature of Global Ends. She said they are aspirations, not demands, and they are meant for the GM & staff to interpret them as they see fit. Operations will make goals based upon them. One director felt very strongly that Harvest needed a membership Global End because membership is one of the key things that separates Harvest from other natural foods stores. His recommendation was as follows: "Membership: Offer Members opportunities to provide input into the decisions of the co-op and to participate in the work of the co-op." The directors discussed the proposed End, but decided not to adopt it.

Motion: Vote to accept the draft Global Ends. The motion was moved and seconded. Approved 7-1-0.

Chloe left the meeting at 8:24 p.m.

CCMA Report

Wayne reviewed the report and distributed the handouts for the sessions.

Harvest Co-op Board of Directors Proposal on Board Meeting Agenda

Wayne talked about his meeting proposal (below).

Proposed Agenda (from President, proposed in packet, finalized at the last minute)

Introductions of all present

Member Comment Period (recorded)

Convene meeting by Vice-President

Agenda Review; Confirm Facilitator, Select Time-keeper, Select Process Watcher (Confirm Note-taker)

Personal Space of all Present: Unrecorded

Facilitator Assumes Chair

New Business

1. Authorize Next Step: Proposal, Table, No Further Action
2. Proposals: Authorize Board Action, Seek Clarifications, Decline Participation

Old Business

3. Proposals in Process: Research. Plan. Development
4. Reports on Authorized Projects: Record Progress, Strategic Direction, Tactical Actions

Future Business:

5. Potential Projects: Seek, Monitor, Draft Proposal
6. Member Approval: Opportunity, Implementation, Participation

Evaluation:

7. Current Meeting: Good Points, Improve Points, Facilitation
8. Current Co-op: Right Direction, Wrong Direction, In Waiting (unrecorded)

Submitted for Approval, 2013-Dec-28; Open for Improvement

Stephanie would like to bring back the “personal space” or “check in” idea. “New business” would be totally new business, but “future business” would be things the Board had agreed to work on.

Board Monitoring

Matt was not present to review the Board monitoring summary due to a flight cancellation.

Global Governance / Global Board-Management Monitoring Report

1. Acting on behalf of our owners, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations.
2. The Board’s sole official connection to the operations of the cooperative will be through the General Manager.

Motion: Accept the monitoring report. The motion was moved and seconded. Approved 7-1-0.

Stephanie reviewed the Board’s accomplishments of last year. There were quite a few. The Board did not allow unacceptable circumstances.

Motion: Close the public meeting. The motion was moved and seconded. Approved 6-0-0.

(Two directors were out of the room)

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

Action Item Summary

ACTION ITEM Send comments on the budget to Arash. The Board needs to vote on the final budget in February.