

**HARVEST BOARD OF DIRECTORS
PUBLIC MINUTES
14 JULY 2014**

Attending: Matt Auerbach (via telephone), R. Wayne Clark, Lila Givens, Arash Kani, David Madigan, Diane Simpson (Board Administrator), Stephanie Golas, Andrea Steele, Mike St. Clair (General Manager, via telephone).

Guests: Ernest, Christina.

Absent, Excused: Leah Madsen, Stephanie Souza

Meeting minutes taken by Diane Simpson

The meeting commenced at 7:17 p.m.

Vote Key

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

Before the meeting, the Board heard David Madigan's complaint about being unfairly terminated. The Board listened to what he had to say and will set up a taskforce to investigate and put on a future agenda the issues that he brought up.

Personal Space and Confirm Agenda

No MSCC update

Dave Madigan added to the agenda following Member Comment.

Member Comment

Andrea has used Instacart three times and really likes it.

Voting on David Madigan's Removal

The Board president displayed the Employee Director policy and Board Monitoring policy C.5 on the screen. The Employee Director policy was reaffirmed in April after changing the word "guidelines" to "policy." The Employee Director policy states, in part, "If an employee is fired, the Board expects that they will resign from the Board immediately." Monitoring Policy C.5 is the Directors' Code of Conduct. Section 2.d. of the Code of Conduct states "Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee will resign from the Board if and when their employment ends."

There was a long discussion with much debate and questioning among the directors. Not resigning would be a violation of the Code of Conduct. Article 4 section 5 of the bylaws states: "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." Finally, after much back and forth, there was a motion to have a vote. The

vote was affirmative, and David Madigan was removed from the Board of Directors. However, the Board was deeply concerned by allegations of firings without cause made by David and also by a guest who was present at the meeting. The directors decided to look into the issue to see if there were any trends that could be addressed by forming a task force.

Motion: Vote to Remove David Madigan from the Board of Directors.

The motion was moved and seconded. Approved 4-1-1.

ACTION ITEM Andrea: Have conversation with Rose Marie to find out what authority the Board has and what due diligence it needs to do in terms of investigating claims by David.

June Minutes

No changes or corrections were requested in the June public minutes.

Motion: Approve June public minutes. The motion was moved and seconded. Approved 6-0-0.

Board Monitoring

The topic of Board monitoring this month was C.6 – Officers’ Roles. Every month the directors have a different policy that they have to monitor themselves on. Policy C.6 states:

We will elect officers in order to help us accomplish our job.

1. No officer has any individual authority to supervise or direct the GM.
 2. Officers may delegate their authority but remain accountable for its use.
 3. The president ensures the Board acts consistently with Board policies.
 - a. The president is authorized to use any reasonable interpretation of the provisions in the Board Process and Board-Management Relationship policies.
 - b. The president will chair and set the agenda for Board meetings.
 - c. The president plans for leadership (officer) perpetuation.
 - d. The president may formally represent the Board to outside parties.
 - e. The president is responsible for communicating Board decisions and requests to the GM.
 4. The vice-president will perform the duties of the president in her/his absence and perform any duties delegated by the president.
 5. The treasurer will lead the Board’s process for creating and monitoring the Board’s (not the Cooperative’s) budget.
 6. In addition, the treasurer will facilitate the Board’s understanding of the financial situation of the co-op.
 7. The secretary will make sure the Board’s documents are accurate, up to date, and appropriately maintained and shall make them available for inspection by members.
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Items that get a score of 3 or below are supposed to get a comment to elaborate on why the director thinks the Board did not do so well on that particular item. Then the comments can be discussed and clarified at the meeting.

In response to a comment about chairing vs. facilitating: the Board president explained that they are two different things. She noted that facilitating is not written in our policies anywhere; it is simply an effort to get more voices participating in the meetings. The Board president is responsible for getting the agenda out.

In response to a comment about some things “falling on the Board Administrator,” Diane pointed out that she has a lengthy job description and it is published on page 47 of the Board Manual. Some of the items that it was thought were “falling” on her are included in the job description or come under the heading of Special Projects.

Motion: Approve the July Board monitoring report. The motion was moved and seconded.
Approved 5-0-1

Thursday August 7 is the South Street block party. Board members will attend.

ACTION ITEM Andrea to attend the block party with Leah.

The idea of having people table in the stores on weekends to attract more Board candidates was discussed.

ACTION ITEM Andrea to email Chris about tabling in stores the next two weekends and will copy Lila on the message.

Election committee

Only one application has been received so far. Directors are all urged to get one potential board member to apply. Deadline is August 28. A guest asked what the incentives are. Answer: Experience in being on a Board, serve an altruistic not-for-profit organization, \$400 a year in gift cards to spend in the stores.

Annual Meeting

Decision needed now on date and location. Date: October 23.
There was unanimous agreement on Cambridge.

Call with Rose Marie

Andrea and Lila to be on the call

ACTION ITEM Andrea and Lila do the call with Board Advisor Rose Marie.

ACTION ITEM Diane to send the Committee Worksheet form to Andrea.

Stephanie answered a question from a guest about how much the Board gets involved with finance.

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

The Public session closed at 8:09 p.m.

Action Item Summary

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