

**HARVEST BOARD OF DIRECTORS
MEMBER MINUTES
4 MAY 2015**

Attending: Ellen Dickenson (via telephone), Hunter Gates, Lila Givens, Kashif-ul Huda, Leah Madsen, Diane Simpson (Board Administrator), Meghan Strauchon, Mike St. Clair (General Manager, via telephone). Kashif and Arash arrived after the initial vote.

Absent: Andrea Steele and R. Wayne Clark.

Meeting minutes taken by Diane Simpson
The meeting commenced at 6:50 p.m.

Vote Key

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

Check in and Personal Space

Member Comment

No Member Comment.

March Minutes

Correction: Ellen is on the Finance Committee now.

Motion: Approve member minutes. The motion was moved & seconded. Approved: 5-0-0.

Committees

Lila explained that the process was to get feedback from the entire Board and vote on the committee charters at the next meeting.

Policy Governance

Meghan reviewed the Policy Governance charter worksheet. The concept is to make sure we take what CDS gave us and adapt it to Harvest. Committee meetings will be on the 3rd Monday. (How they will set up the schedule is still TBD.) They will take a look at all policies but might not feel the need to tailor all of them.

ACTION ITEM PG committee to set up the annual schedule by the next Board meeting.

GM Comp Committee

This committee is a standing committee that comes into existence every 2 years.

The goal of the committee is to rewrite the RFP and make it simpler, more straightforward and relevant to the times. Bonus metrics to be updated. A CDS advisor has information on how the co-op can demonstrate affordability (of the salary). The goal is to be on par with similar co-ops.

ACTION ITEM Lila to add a timetable to show how this (rewriting the RFP) fits in with the regular GM comp schedule.

Finance Committee

The Finance Committee has not met as a group yet. Their role is to do the more in-depth work of understanding the co-op's financial situation. They will be looking at the monthly reports and making sure the Board is updated and they will also work with the auditors every year and make sure they can answer the auditors' questions. Mike explained that the Harvest has never done an audit, they do something called a "review." The CPA he originally spoke to said Harvest needed to have a review every year because it is a "public" company with members.

ACTION ITEM Lila to send David Powell contact info to Ellen.

ACTION ITEM Ellen will look into finding out how can Harvest get off the NCG watch list.

Global Ends Communication

There are two versions:

- Lila & Meghan's version
- Rose Marie's version (The "Global Ends Strategic Thinking Committee")

Leah explained the two different versions and asked the Board for feedback.

The second one gets the Board more involved in:

- Deepening the Board's understanding of the relevance of Harvest's Ends
- Ensuring that the Board has meaningful conversations when monitoring the Ends policy report.

The Board discussed the two versions.

Election Committee

The Election Committee is not proposing anything different from past election cycles.

October 29th is the proposed end of the timeline (the last Thursday in October).

Election season would start in June.

MSCC Visioning

Lila is working off the original charter worksheet and asking for additional input from the Board as to what they would like to see.

She asked if there should be a Board-run committee to get things going.

Lila has already reached out to people but not very many have come forward.

The goal is to foster members' engagement enough to get people on the MSCC.

The Board discussed that potential activities and purposes of the MSCC.

The plan, according to Lila, is to form a larger committee to jump-start the member engagement and then get the committee going.

Comments:

- Member Engagement feels like more of a priority.
- The social concerns reads a lot like the Global Ends

Initial members: Lila, Hunter, Megan, Kashif.

ACTION ITEM By the June meeting have a charter worked out for the MSCC.

Small Groups Book Discussion

Initial reflections

- Seems like a hybrid as to who is doing what
- I like how it's open as to who takes what role
- I like the three roles: organizer, leader, facilitator

- Each of us are more well-suited to one more than others due to our personalities
- We all have strengths in certain ways
- Knowing our personality types helps everyone to be more effective.
- Organizer, leader, and facilitator often get combined into one.

Differences between Harvest setup and the Book:

- We have a rotating facilitator instead of a permanent facilitator.
- Diane does some of the organizing.

Question: How does personality affect how well we are able to work together?

- Meghan has just become certified to administer the MBTI.
- I appreciated the part around emotions, scapegoating, nonverbal communication.
- Lets pull out a few items from each chapter and see if there's a few things we can do.

Global Ends Interpretation

The original goal was to vote on this tonight. There have been no edits to the original document that was created to collect comments on the Global Ends Interpretation. Lila asked if the Board needed to see this in action before determining whether Mike's interpretation is going to work or not. (It will be monitored in January.) The feeling was that it was a good idea to go ahead as long as the Board builds in a process for changing the interpretation. After a brief discussion the decision was to approve this now and next month put the next steps on the agenda.

ACTION ITEM Lila to start a thread of circulating ideas for what the next steps are for evaluating how the global ends interpretation and operational definition are working for the Board.

Motion: Approve global ends interpretation and operational definition. The motion was moved & seconded. Approved 7-0-0.

Board Monitoring

C.3 – Agenda Planning

Questions 3 & 4 came up for discussion. The “consent agenda” needed an explanation because Harvest has never used it. The Board Administrator explained that a “consent agenda” is a group of items (such as minutes and committee reports) that the Board approves as a package without discussing them at the meeting. The assumption is that everyone has read them ahead of time. The Board discussed whether or not the “consent agenda” was even relevant.

Number 4 was low: *We will limit the amount of meeting time taken up by Executive Limitations monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.* However, some of the new Board members feel they need to ask a lot of questions because they're just starting out. The Policy Governance committee will be looking into the “consent agenda” and determining if it is needed.

C.4 – Board Meetings

The rating scale was discussed. A director said it might be better to make a rating scale that measures the frequency of certain behaviors rather than the Board members' feelings about their

job. The facilitator used to write up a summary of both Board sessions and send it to the newsletter. The Board discussed re-implementing this idea.

Lila said two things need to happen:

- Make sure it's clear on the website that Executive Sessions happen.
- Reinststate the procedure of writing up a summary for the newsletter.

(Mike and Board President to approve the contents)

Motion: Approve Monitoring Reports C3 and C4. The motion was moved and seconded. Approved 7-0-0.

Motion: Close the Member session. The motion was moved and seconded. Approved 7-0-0.

The Member Meeting closed at 8:15 p.m.