

**HARVEST BOARD OF DIRECTORS
MEMBER MINUTES
7 DECEMBER 2015**

Attending: Ellen Dickenson, Kashif ul-Hoda, Corie Scibelli, Arash Kani, Dwayne DeSaulniers, Lila Givens, Lydia Peabody, Wayne Clark, Leah Madsen, Diane Simpson (Board Administrator).

Absent: Hunter Gates.

Guests: Brad Baker, Josh Anderson

The meeting commenced at 6:30 p.m.

Voting

The votes are recorded in this order: For, Against, Abstaining

The active directors for this section of the meeting were: Ellen Dickenson, Kashif ul-Hoda, Corie Scibelli, Arash Kani, Lila Givens, Wayne Clark, and Leah Madsen.

Go-round and personal space

Member Comment

A local grower (and new resident) has winterberry holly bushes. Would like to sell them at Harvest but was unable to reach anyone in the offices. Had a long talk with the store manager at the JP store who told him the outdoor space that wraps around the building is totally unused. He would like to use that space for...something. Waltham does not have a co-op. Perhaps people from there would come to one of our co-ops. Brad brings together people for horticulture programs. There are 3 community centers in different neighborhoods they can use to do his program. There was nothing in the windows to sell. There's a lot of usable empty space in which one could put hanging baskets.

Ellen reported that the night manager said he wished the Board meetings were not at night so he could attend.

Minutes Approval

Lila reviewed the action items. Minutes approval tabled due to lack of quorum of directors who had been at the last meeting.

Small Book Discussion

Some Board members do not have the books so this item was tabled.

Committee Reports

Lila gave an update on MSCC (Membership and Social Concerns Committee). A member who ran for the Board is interested. Member events and Social Concerns are the purview of this committee. They meet the third Thursday of the month. They meet next week in the Cambridge store. Kashif will email Brad the details of the meeting. Kashif suggested a separate bulletin board for the Board so that their news will stand out better. No new members came to the last meeting. MSCC is needed to connect with and activate the Global Ends, which are Harvest's "raison d'etre." He discussed some new ideas of getting the word out about MSCC. Kashif wants to look at the data that was generated at the annual meeting and maybe send the survey out to all the members.

ACTION ITEM Bring survey for MSCC to the next meeting.

Policy Governance Committee

Lila discussed what the policy governance committee does and when it meets (2nd Tuesday at 8).

Finance committee

Ellen described what the finance committee will be doing and sent around a handout. Ellen had some items on the sheet that will help Board members develop financial literacy. Also--tools that are used in analyzing financial statements. Would be good to assign a “finance problem” the month before the financial report comes out. “Where did you find that information and what do you think it means?” will be the discussion topic. Finance committee needs more board members. A member had a question about “MyIRA” quiz as a way of promoting financial literacy and Ellen will check to see if Harvest HR offers this.

Global Ends Communication Committee

Meghan and Leah have been on that committee since its formation-- it is to guide the Board in strategic communications around the Global Ends. Last time they met they discussed how they wanted to discuss Global Ends at the Annual Meeting. In January the Global Ends get monitored. This will show how Harvest has (or has not) achieved the Global Ends. This committee will only have Meghan on it after Leah leaves the Board.

Minutes Approval

Motion: Approve the October Member minutes. The motion was moved and seconded. Approved 4-0-3.

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

The Member session closed for a break at 7:01 p.m.

BREAK

The Member Session recommenced at 7:32 p.m.

Board Transition

Motion: Accept Leah Masden’s resignation. The motion was moved and seconded. Approved 7-0-1.

Motion: Seat the new Board members. The motion was moved and seconded. Approved 7-0-0.

The active directors for this section of the meeting were: Ellen Dickenson, Kashif Ul-Hoda, Corie Scibelli, Dwayne DeSaulniers, Lila Givens, Lydia Peabody, Wayne Clark, and Meghan Strauchon.

Officer roles were discussed. Ellen is interested in Treasurer; Corie, Secretary; Meghan, Vice President; Lila President.

Motion: Approve the following slate of officers. Ellen: Treasurer; Corie: Secretary; Meghan: Vice President; Lila: President. The motion was moved and seconded. Approved 8-0-0.

Lila discussed the CBLD training program. Usually the Board votes on this as part of the Board budget but the CBLD renewal deadline is now. The Board will do an electronic vote after this meeting. Rose Marie will do an extra retreat this year.

ACTION ITEM Lila to set up the motion for the CBLD vote and send out a link to the electronic vote spreadsheet.

2016 MEETING DATES & LOCATIONS

Most meetings are on the first Monday of the month.

January 4	August 1
February 1 Day)	September 12 (2nd Tuesday due to Labor
March 7	October 3
April 4	Annual Meeting October 27
May 2	November 7 (Hold for ballot counting)
June 6	November 14 Board Orientation
July 11 (2nd Tuesday due to 4th of July)	December 5

The Board will meet January in JP and then alternate back and forth between JP and Cambridge.

MassPower Forward

Questions:

A director asked if this is a 501 c-3 and where the funding comes from. Who convenes this group? Can the Board un-endorse once it has made an endorsement? What will the Board be asked to do? Were we asked to contribute money? (no)

ACTION ITEM Dwayne will reach out to the person who is running this effort and then set up a conference call with other directors.

At the next meeting Dwayne's committee will have a summary of the call about Mass Power Forward in the packet.

NCG Member Agreements

The goal is to authorize GM to re-up our agreement with NCG. Mike said it is an important organization that allows us to share in marketing campaigns. Wayne had a question about point 3, which he read to Mike. Meghan: They're our agent and we're going to go through those channels and not try to come up with our own deals. Biggest vendor we have is United Natural Foods. The NCG doesn't want an individual to negotiate a separate deal with UNFI because it would be unfair to other co-ops that were not given that privilege. They want the Boards to be more aware of these agreements so that is why they are asking for Board approval.

There is also a small risk, Wayne pointed out, in that if a co-op went under we would be asked to pay part of the cost of that co-op failure. It's called the Joint Liability Fund. Mike noted that Harvest is member of some of the small working groups at NCG. The fee is about 18K per year. If were to cash out we could get \$175,000 in a lump-sum payment. Is this listed on the balance sheet? Yes (line item expense.) It is done quarterly and based on sales. Is there a relationship between NCG and CDS? Mike: They share Board members and CDS present and active members go to all the meetings that NCG holds. Mike heard at one point that CDS will only take members of NCG.

Motion: Authorize Mike to renew the NCG agreement. The motion was moved and seconded. Approved 8-0-0.

Should Harvest update the Mission Statement to reflect the Global Ends?

Mike explained that the SBN (Sustainable Business Network) comes in and audits the stores to see how sustainable they are. This is an opportunity to:

- 1) Do the right things in terms of Mission Statement
- 2) Show the sustainability organization that we respect the environment

The Audit is required if you're part of the Sustainable Business Network. There is no specific timeline. Chris Durkin attends all the meetings. The Global Ends Committee might tackle this issue.

Board Outreach

There might continue to be a member engagement committee and there might not depending on the activities of the MSCC.

Ideas: Events in the stores with the Global Ends in mind.

Things like educational talks and food demonstrations

- Another open house
 - Scavenger hunts, complete the scavenger hunt then enter to win a raffle prize
- Re-instate board tabling
 - Have "pitch" for each month determined at previous board meeting
 - Determine when and how often
- Better/bigger signage in the store around events/meetings/board engagement
- Board meeting summary in EVERY newsletter
 - Suggested this be a responsibility of the secretary
- Social Media outreach (Twitter/Facebook)
 - About Board meetings/tabling
 - Make Facebook events for events/outreach

The Board discussed how to start the outreach program. The question of "Board capacity" arose. Tabling is about 1.5-2 hours, usually on MAD days. Directors would need be tabling every other month under this scenario. Some directors find the hours hard to commit to; others do not. Still others found that members wanted to get in and out quickly and did not want to stop and talk. A "meet the Board" dinner was broached. The Board Administrator noted that these were done in the past at JP Cohousing. Other directors like last winter's open house. The Board needs to analyze the results of their survey. Corie has the data. A Board member also said the staff could do outreach.

Mike on staff training for member engagement: Staff are provided extensive customer service training in their orientation and on-the-floor training. In the way that the Board is discussing membership engagement here, staff are not necessarily directed to engage customers in that way. While we think we have first class customer service (for all customers not just members), the staff on the floor are also very busy trying to get their work done. If people are asked to sign in at the table they can be followed up with later to see if they have more questions. Question: Does Mike have membership targets? No, just increasing the membership. Does he think we should have specific goals? Yes. Comment: Membership is the most important issue aside from fiscal.

Board Development

Topics:

- Grocery Business
- Cooperative Business
- Shopping experience/building community • Products: Fair trade, local, organic, etc.
- Environmental Responsibility
- Employees: positive work environment, respectful workplace, living wage, etc.

Forms:

- Article
- Books
- Film

Lila discussed this with Rose-Marie who recommended foundational knowledge. There would be time at each meeting to read and discuss the articles. Lila would like to gather topics.

The directors suggested:

- Case studies
- Reinvigorating member engagement
- How other co-ops may have more comprehensive marketing plans
- At least one co-op film night
- Effective committee work
- Strategic learning and planning
- Expansion
- Board culture and GM relationship
- Grocery Operations
- A class lead by Wayne on Co-ops
- Competitive Intelligence

Meeting Evaluation

- Board packet was great--well organized!
- Stayed on target
- Well organized, got to every point on the agenda
- Wayne will not be available that much over the next few weeks
- Lila enjoyed working on the packet
- Really exciting things coming up ahead
- It would be good to explain to visitors how long the member meeting is and perhaps also post the agenda.

ACTION ITEM Lila to explain to Dwayne how one works with committees

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

The Member session closed at 8:51 p.m.

ADDENDUM

After the meeting ended the Board held an electronic vote on the CBLD contract.

Motion: Vote to approve the participation of Harvest Coop in the CBLD program for 2016. The motion was moved and seconded. Approved 5-0-4.