

**HARVEST BOARD OF DIRECTORS  
MEMBER MINUTES  
13 JULY 2015**

There was an information session for potential Board members prior to the meeting.

Attending: Wayne Clark, Ellen Dickenson, Lila Givens (via telephone), Kashif-ul Huda (via telephone), Arash Kani, Leah Madsen, Diane Simpson (Board Administrator), Corie Scibelli, Meghan Strauchon, Mike St. Clair (General Manager, via telephone). Guest: Hilary Cooke

Absent: Hunter Gates  
Minutes taken by Diane.

The meeting commenced at: 6:39 p.m.

**Check-in and Personal Space**

**Member Comment**

There was no member comment.

**Minutes Approval**

**Motion: Approve June Member Minutes.** The motion was moved and seconded.  
Approved 6-0-1.

**Seat New Board member**

**Motion: Seat newly appointed director, Corie Scibelli.** The motion was moved and seconded.  
Approved 7-0-0

Eight Board members are now present. (Corie is formally on the Board and Andrea is now off the Board.)

Lila took a few minutes to give an overview of the orientation and asked if there was anything else the Board wanted to say in terms of advice.

Suggestions:

- Being able to read financial reports
- Understanding policy governance and that the Board does not get involved in operational things
- Filling out monitoring reports can be confusing when you don't have the organizational history, so ask a lot of questions

**Committee Reports**

**Finance**

Ellen talked about a couple of questions that came up. Harvest is on a “watch list.” Our status is monitored by three elected members of a co-op on the east coast (NCG). They review our financials and information. “Dependable profitability over time” and “10 days of cash on hand” and “management responsibility” are key items. They have a risk matrix that they use to

determine the level of risk we are facing. Currently their system is down and they cannot run the analysis.

Questions: Do they make recommendations as to how we can get off the list? Is there a timeline?  
Answer: (Mike) We've been on and off the list before. Several different types of activities can precipitate this. There are more co-ops on the watch list than Mike had originally realized. There is no timeline as to when we have to be off the list.

“CAMELS” is an acronym that is used for the banks and people can find out more about it on “investopedia.” It is a good analogue to the formula that NCG is using for the watch list.

### Elections

Leah gave an update on the elections committee activity.

They have been doing a great deal of outreach.

Internal:

- Harvest Times announcement
- Chris goes to community events; needs to mention Board elections
- In-store signage
- Tabling

External:

- Outreach to all your networks!
- E-lists
- Community Calendars

The Board did a go-round about specific people and organizations that they plan to do outreach to in order to find new Board members. The Annual South Street block party and First Thursday were a couple of possibilities. Leah to coordinate tabling over e-mail. Member Appreciation Day on August 12 will be a good day to table in both stores. A Sunday afternoon/evening would also be a good time to do some tabling.

### Small Groups Book Discussion

Linear change vs. comparative change--Linear does not give you the whole picture. Comparative thinking looks at a bigger picture. We are part of a mission-driven group. Joy, laughter, harmony, justice, hope, magic are important. (Not just for the members--for all levels of the co-op.) Last paragraph in the chapter it notes that the author has written several other books. The previous book is about cooperative Internet education. “Coops can be an alternative or an antidote to cultural despair.”

### August Retreat with Rose Marie

It does not necessarily have to be in August. A few options:

- August 22
- Sept 19
- Early 2016 retreat (November or December)

The Board discussed when most people would be available and what would be the best time. Lila to find out if it would be ok for newly-elected members to participate.

### Board Monitoring

The Board reviewed the comments.

There were a few threes.

“President planning agendas” and “Setting up for Leadership Perpetuation.”

Also: “Treasurer leading discussion and facilitating understanding about the budget.”

**ACTION ITEM** The policy governance committee needs to take a look at items 3c, 3d, 6, and 7 under “C6-Officers’ Roles”

**Motion: Approve the Board monitoring report, C6-Officers’ Roles.** The motion was moved and seconded. Approved 7-0-1.

**Motion: Close the member meeting.** The motion was moved and seconded. Approved 8-0-0.

The Member Meeting closed at 7:32 p.m.