

**HARVEST BOARD OF DIRECTORS  
MEETING MINUTES—MARCH 7  
MEMBER SESSION**

Attending: Lila Givens, Meghan Strauchon, Lydia Peabody, (on telephone) Corie Scibelli, Dwayne Desaulniers, Kashif Ul-Huda, Wayne Clark, Ellen Dickenson.

Guests: Maggie Cohn, (Cooperative Fund of New England); Rachel Plattus; Hilary Cooke; Eli Fagali, Eric Martin, Tom Langelier, Neebila Vega, Rachel Fleck Page; Stacey Cordeiro.

Absent: Hunter Gates

**Vote Key**

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

Minutes taken by Diane Simpson.

The meeting commenced at 6:36 p.m.

**Personal Space Go-Round**

Kashif requested email addresses from people who wanted to be kept informed about MSCC.

**Member Comments**

There were several members present who had come to discuss the termination of a Harvest employee. The Board president explained that the Board does not get involved in specific human resources situations and it uses Policy Governance, a written set of policies, to supervise the General Manager. The relevant policy in this situation would be, *B7-Staff Treatment and compensation* (included below).

The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

The GM will not:

1. Operate without written personnel policies that:
  - a. Clarify rules for staff
  - b. Provide for fair and thorough handling of grievances
  - c. Are accessible to all employees
  - d. Inform staff that employment is neither permanent nor guaranteed.
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
6. Operate without a clear and accessible system for welcoming and considering employee feedback

The directors discussed how the General Manager runs the store and pointed out that they have started the conversation with him about how to address personnel issues. A member noted that the Board has ultimate fiduciary responsibility for the Co-op and suggested that the Board should not be overly formulaic in how they perform their role. One of the directors observed that the directors were open to creating a new Policy Governance template.

There were additional questions about dividends, GM performance reviews and who does them, more frequent Board meetings, and whether Policy Governance is serving the co-op and its members. A director mentioned the Membership and Social Concerns committee and encouraged the members to join it.

### February Minutes

There was one correction to the February minutes: Change “MSCC survey report” to “Annual Meeting Survey Report.”

Motion: Approve February minutes with one change. The motion was moved and seconded.  
Approved 7-0-1.

### MSCC

There was no MSCC meeting last month; the next one will be March 17.

### Global Ends

The Global Ends committee reported that they will monitor one Global End (see below) per month and lead a monthly strategic conversation to discuss whether they want to add metrics to measure each one.

#### Harvest Cooperative Markets exists for these ends:

*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.*

### Policy Governance

The Policy Governance committee reported that they will go through the policies that they are about to review and see if there are any changes needed. If so, they will make a proposal to the Board. They estimated that it will take 12-18 months to complete this process.

**ACTION ITEM** Diane to email Board and Policy Governance manuals to Maggie Cohn and Kellie Fuss.

### Proposed Global Ends Committee Proposal

The Board discussed the proposal to revise the Global Ends by forming a new committee (see below). No vote was taken at this time.

## Harvest Co-op Market Statement on Global Ends Proposal for Revision

I. The Global Ends establish the reason for Harvest's existence and state the specific outcomes we wish to achieve.

1. Membership: Empower Member-Owners to decide together and work together to make their own food decisions for the best of their health and community well-being.
2. Community: Create a welcoming shopping experience and a vibrant community for Member-Owners, Worker-Owners, and Customers.
3. Products: Offer healthy and sustainable products with an emphasis on organic, fair trade and local at a reasonable price.
4. Co-op Business: Member-Owners, Worker-Owners, and Customers are knowledgeable and excited about the cooperative business model.
5. Environment: Demonstrate environmental responsibility.
6. Employees: Create a positive work environment for Worker-Owners while providing a respectful workplace and a living wage.

II. Further, as part of the Policy on Global Ends, the Board will seek input from Harvest Members on various ways in which these Ends could be achieved.

III. Also, as part of the Policy on Global Ends, the Board commits itself to prepare and issue a report to the Membership on how well we have achieved these Ends, at least, every 4 years.

IV. Finally, as part of the Policy on Global Ends, the Board will prepare, within one year, a plan for how to accomplish these Global Ends.

V. Reasons in favor of adding a Member Involvement End, as follows:

1. None of the other Ends highlight Member involvement as an End in itself.
2. In the 1980's (?), the National Co-op Business Association (NCBA) commissioned a study to determine what is the best way to market co-operatives, so that they can grow and thrive. The result was a program that they called Marketing Our Co-op Advantage (MOCA), which emphasized Membership as the key to promoting co-operative businesses; specifically, Member ownership and involvement in the co-op. This Global End follows in the footsteps of the American co-op movement; so why not put our best foot forward.
3. If we truly want Member involvement, then let's say it and show everyone that we mean it.
4. According to the International Co-op Alliance (ICA), the most important elements in the definition of a "co-op" is Member ownership and control. This is what separates a co-op from other types of business. This is what defines a "real" co-op.

In the ensuing discussion it was pointed out that the Global Ends are basically Harvest's mission broken down into five steps. One member said it sounded like each of those five steps needed a work plan. In response to a question about who could be involved with this effort, the directors articulated enthusiastic support for including members. A member stated that it was critical to have indicators so that the Board can hold itself accountable. She pointed out that numbers were needed so the Board can see if it has achieved its goals within a specific time frame.

### Board Monitoring

The Board discussed the monitoring survey on policy *C.2 – The Board's Job*. The Board did not rate itself highly on creating sustainable relationships with members.

## C.2 – The Board’s Job

In order to govern successfully, we will:

1. Create and sustain a meaningful relationship with member-owners.
2. Hire, compensate, delegate responsibility to, and hold accountable a General Manager. (See D. Board GM Relationship Policies)
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.
4. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
5. Rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education, training and recruitment.

“Vigorous Monitoring” was also rated very low. A member suggested having copies of the packet at the meeting. A director read the comments (below) and stated that they would be available on the website after the meeting.

### We will create and sustain a meaningful relationship with member-owners.

- MSCC is a good start but we have long ways to go in creating this relationship
- Inadequate time for member comments and public awareness of the opportunity to comment. We allowed an internal HR issue to overtake the member comment period.
- While the year started off well in this regard with much communication surrounding the closing of the South Street store and transitioning customers to the Arboretum store, we did not keep that momentum up beyond the spring. We need to do better; hopefully the MSCC and Global Ends Communication Committees will help in this regard.
- I think this is something we are working towards both establishing and strengthening. At this moment I don't know if we have "meaningful relationships" with member-owners.
- I know we are working on this, but it is my impression that most members are not aware of, and/or do not particularly understand or value the board's work.
- Need to develop/outline measurable, definitive action items to achieve "meaningful", sustainable relationship with members.
- Board knows this is a priority focus. MSCC, global ends communication committee, board events, member survey, are all steps we're taking towards this. I think one step to take is in all decisions considering how to involve/communicate to members.

### We will hire, compensate, delegate responsibility to, and hold accountable a General Manager.

- Absence of GM at meetings inhibits questions and interactions and effective communication.

### We will assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.

- Not sure whose empowerment is meant here.

### We will rigorously monitor operational performance in the areas of Ends and Executive Limitations, and Board performance in the areas of Board Process and Board-Management Relationship.

- Improvement required in financial oversight and effectiveness of marketing efforts.

## MEMBER

- In my limited experience, participation in board monitoring is low, so I cannot agree that we "rigorously" monitor performance, as we do not hold ourselves to the expectation that we will participate in this.
- Could develop/be more attentive regarding processes.
- Need to re-write policies, in process now with Policy Governance committee.

In response to a member question as to whether the Board was in compliance, a director replied they are in compliance in some aspects of the policy but not in others. Another member suggested that being monitored by oneself and by a person above is not sufficient, given the problems that have arisen. Another member stated that she could not evaluate Board members if she did not come to meetings and encouraged the Board to find bigger venues in order to get larger member attendance, and consequently, more transparent meetings.

The former employee said he would like to have some type of protection for employees who want to share their concerns without fear of retribution. Some directors commented that it could be they needed a whistle-blower person or an ombudsman.

Motion: Approve the monitoring report. The motion was moved and seconded. Approved 6-2-0.

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

The Member meeting closed at 7:50 p.m