

HARVEST BOARD OF DIRECTORS MEETING MINUTES—SEPTEMBER 12 MEMBER SESSION

Attending: Ali Huberlie; Lydia Peabody; Ellen Dickenson, Meghan Strauchon; Marc Cutler, Operations Manager; Diane Simpson, Board Administrator; Hunter Gates; Dwayne DeSaulniers, Kashif ul-Huda, (on telephone) Mike St. Clair (on telephone).

Guests: Gordon Williams; Joanne Tuller; Maggie Cohn; Wayne Clark; Bruce Paine.

Meeting Ground Rules & Purpose

Dwayne reviewed the ground rules and Ellen proposed herself to be the timekeeper.

Go-Round and Introductions

Everyone introduced themselves to one another.

Vote Key

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

Minutes taken by Diane Simpson.

The meeting commenced at 6:45 p.m.

Member Comment

The husband of the Board Administrator wants to know why it is so difficult to get Matzoh crackers. Marc said he would look into it. There was a request for an update on the Bartlett project, to which Dwayne responded. Harvest was approached to be in the development. A working group did due diligence and they think it makes sense. Two parts of the project plan are in motion: Lease negotiations and community outreach. The Bartlett Place development will be located at the old Bartlett bus garage near Dudley Square.

There was a question about Harvest being at risk of bankruptcy and a follow-up question about financials being available to the members.

Ellen (chair of the Finance Committee) said Harvest is NOT at risk of bankruptcy. Monthly financials are not currently available to members but the finance committee is exploring it. The financials are always given out at the annual meeting, which is currently only open to members. Ellen also explained that there are logistical problems that prevent the co-op from simply handing out the financials because they have to be careful that the information is only going to members. She said they have to figure out what can be shared and how.

ACTION ITEM Ellen to respond to Joanne Tuller about how Harvest's plan to share financial data with members is developing—this might not be complete before the next meeting.

Dwayne explained the Bartlett review process. He said there are 3 layers of review:

- The manager has checked it out.
- The Board has a group that is looking at it.
- Harvest's lenders are looking at it.

He said all the signs from the community indicate they would love to have Harvest.

Dwayne said there has recently been improved financial reporting allowing the Board to have more timely insight into monthly store financial performance.

Maggie is willing to send some contacts she has at other co-ops to Ellen that will explain how they share their financials.

One member would like to see more member participation in the Board meetings. He would like to see the members be able to bring themselves together into some kind of organized structure. He misses the community room and the “free store.” He would like to buy things without having to buy a whole case. He would also like to join together with other members that want to buy things in cases and then divide them up. Marc said they are looking into a way to make that happen. He said we have about 4,000 active members.

Someone said she had discussed outreach with staff at Arboretum and was wondering if any thought had been given to them about outreach and marketing at that store. Marc said the staff has a lot of great ideas --they’ve started doing “staff picks”--and he wants them to get more involved.

ACTION ITEM Marc to check in with Chris about getting staff ideas on outreach.

A member suggested flyer the nearby neighborhood. Another member said Harvest has 10,000 members but only 4,000 are active. Marc said Chris Durkin is going to start getting involved in orientations. When employees are terminated they stay members but must then pay yearly dues. There was also a question about the new Harvest being at “Bartlett Square” and the member found this confusing because she said that is in Jamaica Plain, near Green Street station. The Board Administrator corrected the minutes to say “Bartlett Place near Dudley Square.”

Motion: Approve the September minutes as amended. The motion was moved and seconded.
Approved 4-0-0.

Meghan arrived at the meeting just after the vote to approve the minutes.

Annual Meeting Planning

Ellen went over what the Board discussed at the mini-retreat on the topic of annual meeting planning.

Themes they came up with:

- Has to be fun!
- Live music!
- Food vendors!
- Member engagement jump-started!
- Increased harmony among members & shoppers & staff!
- Members to hear the “behind the scenes” stories about what goes on at the store!

Marc said the staff are very excited about participating in the Annual Meeting. A new name for annual meeting was suggested: “Annual Jamboree.”

Committee Reports

Meghan is still collaborating with Mike. She would like to get collaboration from the members that are interested in this effort. Hunter explained the MSCC (Membership and Social Concerns Committee) and what is going on with that and he discussed the new charter that is in the member packet. The committee will be organized to explore, design and execute opportunities and activities to engage the membership. This committee will plan and (with the help of Harvest management) organize events, visits, etc. where members are invited to participate. There will be periodic survey and social media reports on members’ engagement levels. Also: tabling/meeting at stores on monthly Membership Appreciation Days (MAD), alternating store locations. The committee will plan & execute engagement campaigns and events.

Ideally it will have about a half dozen members. The budget is still to be determined. Ellen asked the committee to think about how to build this into the process of governing.

Kashif came into the meeting (via telephone) to discuss the MSCC and Election Committee progress and Hunter asked him to discuss these two items:

- Member section of the website.
- Periodic survey and social media reports on members engagement levels.

Motion: Approve the MSCC charter with no changes. The motion was moved and seconded. Approved 6-0-0.

Kashif has received only one application to run for the Board so far. Right now he is busy is setting up the online voting process. The election is going to be online this time. There is an option for paper ballots for those who do not have emails. A postcard will be sent on behalf of the Board to all members informing them about the election, and it will contain instructions for requesting paper ballots. He is working with Chris to set up individualized paper ballots. Kashif will write instructions sheets that can be put in stores for people who need help with online voting. The cost of the election is around \$400. Kashif said that the software program did not have very much technical support but he has high confidence in his own technical skills.

Someone asked if the web site counted the ballots as well and Kashif said yes, each member has a code and the software counts how they voted and compiles the votes.

There was a concern that someone might lose their newsletter with the instructions on how to vote.

ACTION ITEM Kashif to follow up with Chris on the voting system and how to set it up.

Kashif left the meeting after finishing his report.

Board Monitoring

Dwayne explained the Board Monitoring process to the guests present. There was a question on whether Mike was comfortable refusing any requests that, in the his opinion, may disrupt operations or that require too much staff time or resources.

There was a question on the meaning of the question below. Ellen will draft alternative wording.

1. The Board will view GM performance as identical to organizational performance so that the Cooperative's accomplishment of Board-stated ends and avoidance of Board-proscribed means will be viewed as successful GM performance. (no comments)

ACTION ITEM Ellen to work on drafting more understandable wording to the first question on the monitoring survey for policy D.2 – Accountability of the GM.

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

A member pointed out that it does not say in the packet what the scale means.

ACTION ITEM The Board administrator will make sure they next survey is updated so that the phrase "Did the Board meet this expectation? (where 5=absolutely...1=not at all)" is in the Member packet.



Motion: Adjourn the meeting. The motion was moved and seconded. Approved 5-0-0.

The Member meeting adjourned at 8:03 p.m.

ADDENDUM

After the meeting there was an electronic vote to approve a change in beneficial interest (change in directors) so that the City of Cambridge would approve the continuation of the wine and beer license for the Cambridge store.

Motion: Approve a change in beneficial interest of the Boston Food Coop dba; Harvest Coop Markets alcohol license. The motion was moved and seconded. Approved 5-0-1.