

**HARVEST BOARD OF DIRECTORS
DRAFT MEETING MINUTES—MAY 1
MEMBER SESSION**

Attending: Marc Cutler (Arboretum Store Manager), Wynston Estes (Interim General Manager), Ellen Dickenson, Meghan Strauchon, Eli Feghali, Gordon Williams; Kashif ul-Huda.

7 guests attended. Bettie McKenzie, David Barry, (former store manager), Bruce Paine, Catherine LeBlanc, Sherri Tucker, Wayne Clark, and Marlene Archer.

Ellen reviewed the meeting purpose and guidelines.

Vote Key

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

Minutes taken by Diane Simpson.

The meeting commenced at 6:34 p.m.

Agenda Review

Added “Evaluation of Member Forum” during committee reports.

Member Comment

A member said we need more than one shopping time for the Member Appreciation Day. She also had an idea for asking the Cambridge City Council to promote Harvest as a sustainable business and Meghan replied that Operations would probably want to strategize about this.

A quick go-round with introductions was done after this comment.

One member, who was alarmed and upset about the stores, said it seemed as if a lot of financial information was missing. She realized resources are limited but due to the large amount of affection and goodwill at the member forum meeting she believes that the board needs to identify jobs and roles that members can pitch in on. Another member, who had committed a very large number of hours to the co-op in the past, remembered how painful it was when the Allston store closed, and she advocated for a big push that would get people into the stores. Although Wynston asked invited her to attend the upcoming owner engagement committee meeting she declined because it was an evening meeting. Eli and passed around a signup sheet for the virtual meetings. A former general manager had prepared written comments that he handed out (below).

Former GM Comments

1. Cut expenses to the breakeven point today. I believe this is possible judging from expenses on previous statements.
2. Make a store where lots of members want to do most of their shopping.
 - a. Drastically expand the product line--stop being a niche natural foods store.
 - b. Get serious about promoting great products/values--margins probably have to go down and get made back in higher sales. Make sure you can't miss our specials--they shouldn't be secret either.
 - c. Generally make the stores into places where we think people will want to come and shop--always faced, most of what you need, good values (if you read our feedback online, that's not what our fans say about us now), high quality and standards.
3. As soon as we're really ready (1-2 weeks tops) mount a serious sales/membership drive. I'm

pretty sure we can get 300 geezers from the old days (who no longer shop at all, but are still members (or would be if we still had their records) to shop for a month or two in a “Save the Co-op” effort, and if we got that many newer members to increase their weekly shop from \$15 to \$30 (since there are so many items shoppers haven’t been buying that they might now) that would buy us a little time.

- 4. Obtain cash flow statements and projections, and any financial info we can. This is a business; there is no way to figure out what might work without detailed financial information.

Minutes and Action Items Review

In response to a question about the finance committee, Ellen explained what the finance committee template was. For the minutes review, Eli requested that the spelling of his name be corrected and Wynston requested that the the sentence about Karla Andino be removed because it had incorrect information about her role.

Motion: Approve April minutes with two corrections. The motion was moved and seconded. Approved 5-0-0.

Proposal to Fill Board Vacancies

Meghan said Dwayne is writing up the invitation to apply. In response to a question about whether the appointment would be for the remainder of the vacated term or until the next election, Meghan responded that it would be for the remainder of the term. A director asked about the timeline for filling the seats and Meghan explained the process. Gordon requested that any announcement be shared with the staff.

Ellen announced that Ali has stepped back from her work as Board Fellow. She is not able to attend Board meetings any more but she can help the Board with special short-term projects. She also said Net Impact asked her if we want to have another Board Fellow next year.

Board Admin Position

The Board Administrator explained what the position entailed and said she thought there was at least one candidate so far. The job is 20-25 hours a month depending on special projects.

Job Description:

Supervisor: Secretary or designated Officer of the Board of Directors

Wage range: \$13 to \$15 per hour

- QUALITIES/SKILLS
- Professionalism. Carries oneself in a professional manner while conducting Harvest Co-op business.
- Timeliness. Arrives promptly to meetings and completes assignments on time.
- Confidentiality. Confidential and sensitive information must be kept in the strictest of confidence. If there are any questions, consult the Secretary.
- Organization. Keep both paper and electronic files in an organized manner.
- Attention to Detail. Expectation of high quality results.
- Independent. Able to produce results with minimal oversight.
- Computer Skills. Word Processing, Spreadsheet, and PDF document creator and web site maintenance
- Flexibility. Ability to be flexible as special situations arise.
- Membership. Ideally a member in good standing of Harvest Co-op Markets.

REGULAR RESPONSIBILITIES

- Meeting Minutes. Will take minutes at the monthly Full Board meeting. These minutes will be written up and distributed to board members within seven days of the meeting. [ELOE: 8 hrs/mo]
- Packet Preparation. Will assemble materials for the Full Board Meeting Packet (three versions: Board members, GM, and public). Will convert the packet into a PDF document and email to all Board members by the close of business Tuesday before the meeting. [ELOE: 2 hrs/mo]
- Final public agenda approved public minutes for posting. Will post the final public agenda a week before each Full Board meeting. Will also post the amended and approved public minutes within seven days of the Full Board meeting at which they are approved. [ELOE: 1 hr/mo]
- Maintenance of files. Will maintain the Board files in an organized fashion. Will periodically receive materials from board members that require filing. Will maintain electronic files, including the Board FTP site, in an organized fashion, and will ensure those materials are backed up. Will maintain the calendar, and current contact information Will ensure the Board section of the website is up to date. Will moderate computer documents, merge related files, and collect votes using Google Docs and/or other software system.
- Official record of votes. Update by-laws and other official Board documents as changes are made by the Board. Maintain separate list of Board votes and their results in the Decision Log. [ELOE: 1 hr/mo]
- Document Distribution. Occasionally photocopy filed documents for board members or for outside correspondence. [ELOE: 1 hr/mo]

SPECIAL PROJECTS

ELOE="Estimated Level of Effort." ELOE is used to define the amount of work performance within a period of time and is measured in days or hours per day/week/month.

Election / annual meeting. Take minutes at the Annual Meeting. [ELOE: 5 hrs/yr]

Special Projects: Work with Board members and General Manager on special projects, special meetings, or committee work as requested by the Executive Committee. Tasks performed and ELOE to be discussed for each individual project.

Board member orientation manual. Update the board orientation packet once a year. Distribute to new directors within two weeks of their election. [ELOE: 8 hrs/yr]

Office Manual Continually update the Board Administrator Office Manual and keep a current list of tasks and procedure for doing the task.

Committee Reports**GM Search**

The board is doing third-round interviews this week. They will select the top two candidates to bring to Boston for in-person interviews with the Board and Interim General Manager. Two staff members are also involved in this process. Someone asked if there is a plan for member feedback on the candidates, to which Eli responded that member input was on the front end. It was used in setting up the rubric by which the board selected the qualities and characteristics that they were seeking in a GM. There was a question about members meeting the GM and making a decision, to which Eli explained why the board chose the process that they did.

Board Development

The board is re-thinking the their meeting setup. They want members to be involved and active and are starting to question how they can create more meaningful opportunities for members to engage. They also want to improve transparency of committee work.

Finance

Ellen explained the problem of discussing private financial information in a public setting. She pointed out that Harvest hires a CPA to perform a review of our financial statements and those are not ready yet, so some data could be incorrect. Eli asked if the Finance Committee had thought about having a private members-only meeting. A member asked if the finance committee was board members-only and Ellen said no. A member asked that, if the board cannot release specific items, could members get benchmark scenarios with different inputs. Ellen asked people to email her or meet with her after the meeting. There was a brief discussion about a cash flow statement—the current one is not ready yet. Wynston said her focus is on having a quality operation right now.

Member Engagement

Eli gave the report. The member forum happened last month—it was a success—close to 70 people attended. He asked board members to fill out the survey. Next forum will be late May or early June. Eli will collect emails of people who want to attend the Member Engagement Committee meeting next week, which is preparing for a member drive in the fall. They will be creating new materials. He hopes to have a lot of tasks that are doable by members. Although only about 16 people responded to the Member Forum evaluation form, Eli explained that the Member Survey was only for people who attended the meeting. Wynston enumerated a number of programs that Harvest is developing and promoting. She said people aren't here in the summer so we would have a better capture if we promoted it in the fall. A member suggested having members sit in the store for 10 hours a week holding a sign to promote membership. Eli said it was a “both and” situation.

Wynston said Harvest has 3600 members and she is not sure how many more we need. Someone asked if Harvest was considering upping the Equity Member amount.

Staff Treatment

Wynston said management is almost entirely on site now (in the stores). They are holding staff meetings, clarifying the position of the co-op, and making sure staff know they are part of the turnaround. She said the Somerville office is the least expensive lease at this point. Now that staff have input on implementation of programs, morale is much better. Accountability is huge. It has to be clear—what's staff's role; what's management's role—the responsibility has to be clear. There have to be consequences for not doing the work. The board and Interim General Manager discussed the reasons that this had not been happening.

- Although Harvest gives quite a bit of time off, it pays minimum wage—not good for an expensive city like Boston.
- Upholding rules and expectations was hard with low wages, but it overall makes for a more attractive workplace.
- Policies and practices needed to be cleaned up.
- New HR manager needed to have good training to enable to do her job well.
- Staff members felt like they were all on their own in the past.

Cambridge is still not as cohesive as it could be. A member said some members feel like they were kicked out of their store after working members were no longer allowed and she also suggested a way for members to do something positive for staff. A voucher program would enable employees to buy

whatever they wanted that day. Wynston briefly mentioned a staff satisfaction and legal compliance program run by Karina.

Motion: Approve IGM report on Staff Treatment. The motion was moved and seconded. Approved 5-0-0.

Board Monitoring

Ellen went over the monitoring summary on policy *C.4-Board Meetings*, and explained how it worked to all present. There were a couple of areas of concern. She asked if anyone wanted to discuss any section of the summary. A director said the Board should modify the policies so the board can be explicit when they will be using executive session. He also thought we should revise the policies regarding member comment and make sure all the Board members are clear on how to add items to the agenda.

Motion: Approve the monitoring report on policy C.4-Board Meetings with the caveat that the Board will discuss policies governing the format of the Board meeting in June. The motion was moved and seconded. Approved 5-0-0.

Motion: Close the member meeting. The motion was moved and seconded. Approved 4-1-0.

One director voted against closing the member meeting because he thought there was something on the Executive Session agenda that should have been in the Member meeting.

The meeting closed at 8 p.m.