

BOARD OF DIRECTORS MEETING MINUTES; May 23, 2013

PRESENT: Jane Awbrey, Ron Braybrook, Cindy Canavan, Jeanne Gail, Betsy Garrold, Chris Groden, Debbi Lasky, Paul Nyren, Bindy Pendleton, Kip Penney, Meg Peterson, Phil Prince, Jerry Savitz, Janis Stone, Zafra Whitomb

GENERAL MANAGEMENT TEAM (GMT) MEMBERS: Joe Jordan

ABSENT: Jean Lenderking, Chris Grigsby, Mylisa Vowles

GUEST AND MEMBER: Paul Sheridan, photographer

FACILITATOR: Phil; TIMEKEEPER: Bindy; VIBE-WATCHER: Debbi

ANNOUNCEMENTS:

- 1) Monsanto Demonstration will occur in Rockland this Saturday, May 25
- 2) Betsy Garrold has left [will be leaving?] her job on the staff of the Co-op, so her position as staff rep to the Board will end in June

CONSENT AGENDA: We revised the phrase in the minutes, "secular trend", to "broad trend". Otherwise, Consent Agenda was accepted, after a motion, second, and consensus decision.

MEMBER COMMENTS:

- 1) A few people couldn't read the smaller print (PLU #, etc) at the bottom of the new labels in the Bulk section.
- 2) A staff-member reported non-professional behavior, staff-on-staff, in back office.

The following member comments are reported from the Board-Member Tea held by the Board Development Committee on May 14:

- 3) Lack clear understanding of how the Patronage Dividend is computed; belief that it was 2% of a member's purchases; disapproval of sending out a payment of \$2 or less.
- 4) Difficulty making shopping list given our stock not the same as what is on sale in the flyer; difficulty ordering online; can't reach Dept. Manager directly via email in case of questions about these issues.
- 5) Too many "managers"; managers and staff generally don't help customers, e.g. out the door with heavy packages.
- 6) One member, and he eluded to others he knows of, intends to quit the Co-op because products are no longer reliably healthy, organic, or GMO-free. For example, Keene's chocolate milk contains high-fructose corn syrup; Deli food conventional rather than organic, and not labeled as such. This self-described "disgruntled" member stated: "It's not a co-op anymore."

BOARD DEVELOPMENT COMMITTEE:

- 1) The next Board-Member tea will be hosted by Long-Range Planning on July 12.
- 2) Two of many positive responses to the Board Development Orientation/Cooperative Board Leadership-101 workshop attended at Rising Tide Co-op in Damariscotta on May 11: collaboration with neighboring co-ops is extremely stimulating, so we hope to repeat get-togethers annually. We encourage all Committees to think about ways to collaborate with our colleague "co-operators". Policy Governance (PG) was a big focus among topics presented - Rising Tide has been using PG for many years and highly recommends it. Zafra will prepare copies of pertinent articles from the workshop handbook for all Directors. Debbi will provide Policy Governance notes she obtained at the conference she attended in Chicago.

FINANCE COMMITTEE: the Sheepscot wellspring Land Alliance (SWLA) has offered to lend us up to \$50,000 at a very favorable rate of 5% interest. They prefer that we pay \$500 a quarter for 5 years, or \$10,000 total interest, but we could elect to take a straight, or interest-only loan. We would use \$42,000 of these funds to pay back, i.e. consolidate our 18 notes to individuals, thereby saving both interest expense and administrative costs for handling the various notes.

The Board agreed by consensus to take a loan from SWLA in the amount of \$42,000.00. After discussion of potential conflicts of interest and lack of certainty beforehand on specifically what projects the remaining \$8000 would cover, the Board agreed by consensus to borrow the full \$50,000. There was one stipulation by a Director that the Finance Committee use its best judgment to "strongly consider" a preference for the straight loan, because it entails less interest expense.

ELECTION AND NOMINATION COMMITTEE:

- 1) Discussion deferred on suggestions for improved process.
  - 2) Re: Betsy Garrold's open seat. It was moved and seconded that Betsy be appointed to the Board, according to our Bylaws, until the next election. In favor 12, Opposed 0, Abstained
- \*Note: a vote was used for this decision, as our Bylaws require a vote for temporary

appointments.

MEETING REVIEW:

- 1) A Director urged us to deal with the issue of going overtime on items beyond time allotted on the agenda.
- 2) A new Director expressed relief that the packet was clearer, and the meeting structure easier to follow as a result

NEXT MEETING: June 27; FACILITATOR: Kip; SNACKS: potluck; BOXER: \_\_\_\_\_?

HOMEWORK:

- All: read election process suggestions;
- All: read materials on policy governance;
- Bd Dev: meeting Friday at 1:30 with Deb Burwell;
- Bd Dev: regular meeting 2nd Tuesday at 9:30;
- Bd Dev: Betsy will prepare a tutorial on modified consensus decision making;
- Patronage Dividend letter writing group, meet early next week: Bindy, Zafra, Kip, Jeanne;
- Finance Committee: details on the SWLA loan;
- Purchasing Policy: will meet Tuesday June 4 at 4. First agenda item: member survey.

PARKING LOT:

- low income discount;
- living wage for staff;
- policy governance.

END OF MINUTES Submitted by Jeanne Gail, Scribe