

DIRECTORS PRESENT: Nick Bombardier, Ron Braybrook, Cindy Canavan, Betsy Garrold, Chris Groden, Doug Johnson, Debbi Lasky, Jean Lenderking, Alessandra Martinelli, Bindy Pendleton, Kip Penney, Phil Prince, Jerry Savitz, Janis Stone, Zafra Whitcomb

GMT: Chris Grigsby, Mylisa Vowles

MEMBERS: Gail Clark

ABSENT: Joe Jordan

FACILITATOR: Bindy TIME-KEEPER: Janis VIBE-WATCHER: Phil

ANNOUNCEMENTS:

1) About 60-65 people attended the Annual Meeting.

2) See the end of the GM Report for eight scheduled events coming up: art openings, talks, garden workshops and sale, local day, and store tour.

CONSENT AGENDA: There was a question: should the GM Report be considered part of the Consent Agenda? Also, Zafra proposed that we call it the Operations Report, abbreviated to Ops Report. The Consent Agenda was accepted by consensus.

MEMBER COMMENTS:

1) A member who was at the Annual Meeting later asked in the store if there was a phone number to contact the Board. She wanted to connect by phone, since she spends all day at a computer. This issue will be put on next month's agenda.

2) Another member, while being asked about voting, expressed to a director that she was "very discouraged with the Co-op" having become frustrated over time by numerous bulk items being out of stock and her repeated requests for having country of origin on bulk items go unheeded. She also expressed a very strong opinion that some Co-op staff do not seem to care.

3) A member thanked the Co-op on a great job on the Annual Report.

4) Another: "Great place to be."

5) A member would have liked the business meeting in the Annual Meeting to be much longer, especially much more time for members to communicate with the Board, as it is the only time for open discussion, Q & A, etc.

ANNUAL MEETING REVIEW:

Debbi volunteered to organize the steps and procedures for organizing and planning the Annual Meeting, to make it easier for next year.

Chris noted that we spent under the \$3000 budgeted, although that doesn't include staff labor.

Phil commented that Zafra's presentation of Policy Governance was much too fast. Ron opined that there was no need to explain Policy Governance, as that has been done already, and it doesn't involve members anyway.

Alessandra suggested that we change the sequence of the Annual Meeting and the election, or have an informative session before the election. Three more directors wanted the Annual Meeting to be before the election. This would require a change in by-laws.

Doug proposed that we have informative "member forums" quarterly or monthly. Betsy noted that we tried the board/member teas, and nobody came, even with food supplied. Cindy added that the committees also failed to schedule more board/member teas.

Bindy reminded us that historically the Annual Meeting planning committee would meet to debrief and review the meeting afterward.

ELECTION UPDATE: We still need forty or so ballots. This may require directors in the store over the weekend to encourage voting. Then we will need a director to help count ballots on Monday at 10am.

Members Paul Nyren, Karen Gleeson, and Paul Sheridan will be there for counting and related paperwork.

KEENE CO-OP CAFE RECAP:

Doug, Alessandra, Chris Grigsby, Judith O'Donovan, and Linnea Flanzala attended. The ten or so hours driving to and from the meeting were almost as worthwhile as the meeting itself, for cementing friendships and connections. Directors attending all felt "re-energized," "blown away," etc. Another remarked that he was impressed by co-ops whose boards and GMs could act decisively. The topic of "surviving and thriving in the competitive landscape," or marketing in the next ten years, was at the top of the page in the recap. Competition in the natural foods grocery business is coming from everywhere, from home gardens and farmers' markets to the "Super Naturals" to online to Walmart. Walmart has become the biggest organic retailer in the nation after only three years. It was agreed that we need to continue to educate ourselves, e.g. by having a video or educational topic assigned monthly.

MONITORING REPORT B4 – Membership Rights and Responsibilities. Some clarifications were requested: I. b., language in membership material, "equity is 100% refundable..." and the last page of the new member brochure explaining patronage dividend. The words, "distribute," and "return," if they mean the same thing, should all be changed to "distribute." A director considered the Guest Card temporary membership unfair for those to receive all benefits of membership for such a small investment. Others agreed that the fee should be higher. It was pointed out, however, that these privileges are rarely used, have been historical, and are generally offered to visiting family of members. This issue will be referred to the membership committee. Finally, B4 section 2, concerning compliance of the patronage dividend process to IRS and state regulations, needs adjudication, possibly by a lawyer. The Monitoring Report B4 was accepted as in compliance, pending re-writing the above.

GENERAL MANAGEMENT UPDATE REPORT

After the CDS consultation and supervision of our staff meeting, Directors requested that the recommendations of the CDS consultant, or an executive summary of how the GM are doing as regards staff satisfaction, be provided to the Board. Another asked that if the CDS recommendations prompt any changes, can we get feedback on how these worked?

DISCUSSION OF MISC. POLICIES:

D4 – Board-Management Relationship/Monitoring GM Performance

A director suggested re-reading of policies D4/I.(b): The Board will acquire monitoring information by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and D4/4. Board monitoring policies that instruct the GM, ordinarily according to the calendar, but at any time as needed.

B1 – Financial Condition. A director remarked that the financial indices show worse than usual losses over the winter.

C2 – The Board self-monitoring report. Several noted that we are mostly non-compliant. Although it appears as though all the language needs re-writing, some felt that the Board, not the language of the policy, is non-compliant, particularly in section 6. ongoing Board education and training, and in section 7, recruitment procedure.

STAFF REPRESENTATIVE TO THE BOARD:

The by-laws require that there be an election; the human resources manager coordinates the staff election. Election to be held in the week following the conclusion of the general election.

MEETING REVIEW:

HOMEWORK

CI, Ends: all take home information, digest it, make comments

Board Development: phone number contact with the Board for members who request

Membership Committee: meet and make Annual Meeting recommendations

Guest Card program

Member forums

Doug: will compile question cards by attendees at Annual Meeting

Debbi: will summarize the Annual Meeting planning process for use in the future

Ballots: Phil will validate them this Saturday, and a Board volunteer will join the election committee member volunteers to count them next Monday at 10:00

Finance Committee: audit Patronage Dividend process, and re-write Pat Div explanation for member brochure.

AGENDA NEXT MONTH:

Board holism

Executive session: whether to schedule these every month

PARKING LOT:

Board "speaking with one voice"

Next meeting: April 23 Facilitator: Kip

End of minutes. Submitted by Jeanne Gail, scribe