

**Rising Tide Board  
Meeting Minutes APPROVED  
Wednesday, March 9, 2016  
5:30 pm, FARMS**

Mary Ellen called the meeting to order at 5:35pm. In attendance were Mary Ellen Barnes (president), Amy Leshure (treasurer), Dana Wilson (secretary), Jessie Trafton, Michael Walter, and Rachael Button. Peter Lakis (vice president) was not in attendance. Several members and employees were in the audience.

Mary Ellen asked if anyone had changes to the February 10, 2016 Board meeting minutes. Dana requested to add a sentence that in addition to working on a GM improvement plan, the board is working to address morale issues among the staff. Jessie moved to approve the minutes with this addition. Amy seconded. All voted in favor.

Mary Ellen opened the floor to the audience during a Member-Owners Comment Period. One member inquired about the salary for the new HR position and brought up her concern about the cost. Michael responded that the board does not set salaries, and that salary information is confidential, but that the pay would be commensurate with experience and comparable positions in similar areas. It was also noted that this HR position is already an existing position and not an additional staff member.

Michael presented his store report. Sales have increased from February 2016 compared to February 2015 by 7.43%. He detailed recent positive communications with the Portland and Belfast Co-ops and potential future cooperation. Dana noted the increase in the senior discount despite being trimmed since last year. Amy inquired about the change in interest and margins year to year.

Michael reported on his progress of reaching out to staff regarding a Staff Advisory Committee and is looking to book a time the week of March 21 for a first meeting. Any interested staff member can attend and the purpose of the committee is to be completely staff-driven. Dana inquired about staff response to the new committee, what sort of time commitment it would require of staff, and what sorts of work the committee will undertake. Michael responded that response has been positive and that meeting agendas and work priorities will be determined by the employees serving on the committee.

Michael also presented compliance with policy B8 – Board Logistical Support. Dana confirmed with those present that paperless sharing of meeting materials and calendars via the Board's Google drive is acceptable. She will work to ensure that policies on the website are the most up-to-date versions. Dana moved to approve the B8 report. Jessie seconded. All voted in favor.

Rachael reported about the store's community outreach. She has been issuing more press releases and expanding printed materials about the work RT is doing in the community. She recently visited the CSA fair at the Belfast co-op and is interested in doing it at RT next year.

Rachael also shared that she is working with Maine Farmland Trust to expand the SNAP program to include shopping incentives when spending SNAP dollars at the co-op. Belfast is piloting the program in March and she is hoping to start here in April. The program looks to return local dollars to local farmers. The Board expressed appreciation for the great work Rachael is doing, and requested, instead of having this as a monthly agenda item, that Rachael submit a written report prior to each board meeting and she will present to the board quarterly.

Mary Ellen gave the report on Policy C Global Governance, which was last revised in 2010. She noted that RT is being fiscally responsible and is paying attention to reducing current debts. She also indicated that the board is regularly monitoring their process, executive limitations, their relationship with the GM, and their strategic leadership to the co-op. Mary Ellen will put this in official draft form and distribute to the board who will vote on it via email.

Jessie gave a Nominating Committee update. Peter and Jessie are working on contacting people who were nominated. They are setting up meetings with the few who are interested to discuss the gaps we currently have in the board that we are looking to fill and how they will fit in. Dana reported that she reached out to several community members to gauge their interest in joining the board. None of her contacts have expressed enough interest to pass on to the Nominating Committee yet.

Mary Ellen provided a proposal to work with CDS consultants on HR training for Michael. Their program is an intensive mentoring program with specific goals based on staff feedback, metrics to be tracked, and in-depth progress reports to be provided to the Board on a regular basis. The program will take six months and can begin immediately. The benefit of working with CDS is that they understand co-ops nationwide and know about HR and GM responsibilities in this setting. The program will cost RT \$5,000 after a \$2,500 scholarship provided by NCG. The board will discuss this in executive session.

Mary Ellen proposed rescheduling the annual meeting to October. There is some flexibility in the bylaws that would allow this change. It would provide more time to continue working on the current improvement plan, staff morale issues, and ensure that there is a good slate of Board member candidates. A later annual meeting would also allow for new board members to participate right away in the helpful winter co-op board member leadership training offered by CDS. The board will review the bylaws and feedback further before finalizing any change.

Mary Ellen began a discussion of a staff liaison to the Board or a staff member serving on the Board. Dana informed the audience that this topic was not covered in the bylaws but that policy C5 (formerly B8), adopted in February 2010, excludes staff members from serving on the Board. She read from the February 2010 board meeting minutes the detailed explanation for this change. The general consensus from the audience is that a staff liaison would greatly benefit the staff and the board and that this person must stay un-biased while in the role. There was some concern from an employee and a member in the audience that not allowing a staff member to serve on the board is discriminatory to a certain group of members, being those members who are staff. Staff member Kim Michel referenced a 1993 article from *Cooperative*

*Grocer* that indicated 62% of co-ops have a staff director on their board. Amy suggested a possible staff liaison be on a separate section of the ballot but be voted on during the general election. There was an agreement with audience and board members that it must be clear this person would not be a staff representative and some specific training may be helpful to ensure the role is executed properly. Dana indicated that the board has been in contact with other co-ops regarding this topic. Audience members mentioned that a staff member on the board would increase transparency. Dana noted that all members and employees are welcome to attend Board meetings and that, often, no one is in the audience. She asked why employees felt that serving on the Board is better than simply attending meetings. Staff member Ronnie Pisco responded that employees hear things on the floor of the store that the Board doesn't. Mary Ellen confirmed that the Board will continue to do more research before a decision is made.

The meeting adjourned at 6:53pm and the Board went into executive session to discuss HR/personnel.

The next meeting will take place April 13, 2016.

Respectfully submitted by Harley Stevens, Board reporter.

These minutes were voted on and approved by the Board of Directors on July 21, 2016.