

**Rising Tide Board
Meeting Minutes APPROVED
Wednesday, May 11, 2016
5:30 pm, FARMS**

Mary Ellen called the meeting to order at 5:34pm. In attendance were Mary Ellen Barnes (president), Amy Leshure (treasurer), Dana Wilson (secretary), Jessie Trafton, and Michael Walter.

Mary Ellen announced that Peter Lakis has resigned from the Rising Tide Board effective immediately.

Mary Ellen and Dana had edited different versions of the April 13, 2016 meeting minutes. Dana needs to consolidate their edits into one version and the board will vote by email or at the June meeting.

Mary Ellen opened the floor to the audience during a Member-Owners comment period. Member Paul Gagnon cited Policy C4 number 6 from the board policy register in which the topic of any executive session should be announced on the meeting agenda. He asked that meeting minutes from December 2015 until present be updated with this information. The Board agreed to add this to past minutes.

Michael presented his store report. Sales are up 5.29% in April with a 6.87% increase over the year to date. He reported on the success of the management team meeting on May 10 that the store buyers were invited to. They did a SWOT analysis and discussed visioning for the co-op and working together moving forward. A bid has been accepted for the new parking lot. Construction will take place in September 2016 and will be a three- to five-week process. Dana noted that the topic of parking lot reconstruction has been in the works for years, it is a well-thought-out process, is required for the safety of the customers, and that money has been saved and put aside for over a year specifically for this project.

The Annual Report is ready to go to the printer on May 12. The Spring Meeting will be on May 21 from 5:00-7:00 pm. Shannon Grimes, the Farm Viability Associate at Maine Farmland Trust, will be the speaker along with information from Rachael Button, and review of the Annual Report from Michael and Mary Ellen.

Michael also reported overall compliance with the B1 Financial Condition and Activities Report. He reported partial compliance with B1.8 due to some unpaid invoices during the transition of the new bookkeeper and four grocery staff did not receive their due raises on their most recent paycheck. An action plan has been developed with Shell and Michael to ensure this does not occur again. Michael reports compliance once these issues are resolved. Jessie moved to approve the B1 report. Dana seconded. All voted in favor.

Dana pointed out that based on the key indicators, RT has had a very successful winter financially and it was explained this is most likely due to the mild weather. She asked that, if

possible, the key indicators show a multiple year comparison so that trends can be discovered to help plan for the long term.

Amy gave an update from the Finance Committee meeting from May 11. She recommends having a full audit performed this year. The accounting firm who does RT's taxes will perform the audit at the end of the year to review 2016 inventory, QuickBooks, and record keeping. They will provide a full report on their findings as well as an opinion on the status of RT's books.

Jessie gave a Nominating Committee update. She presented a draft policy for board candidates and draft information packet to distribute to people who are interested in joining the board. Both documents were edited from examples she received from other co-ops. The purpose of this information will be to explain what the board does and does not do, give detailed information about desired and mandatory qualifications, as well as the expectations of board members. Jessie recommends that the drafts should be voted on and approved in time to be used for the fall elections. These documents will be voted on during the June board meeting.

Jessie proposed a vote to appoint the following new board members: Kevin Posman to fill Peter Lakis' seat for the next year and a half, and Deb Poore to fill one of the other empty seats. She explained that a 2/3 vote is needed from the board now, and that members will vote to approve the board's decision via mailed paper ballots in the fall. Amy moved to vote on the proposed board members. Jessie seconded. All voted in favor.

The nomination deadline for board members has been set to August 1. This will allow enough time for ballots to be printed and returned to RT for voting to run through September. The Annual Meeting will be held in early October depending on the status of the parking lot.

Mary Ellen reported on compliance with the C5 Code of Conduct report. Dana noted specifically with Item 4, that confidentiality can be difficult to navigate and that the board has erred on the side of confidentiality. Jessie moved to approve the report. Amy seconded. All voted in favor.

Mary Ellen proposed the approval of changes to the GM board report calendar. Policy B7 Communication to the Board will be reported on in June. B6 Staff Treatment and Compensation will be reported on in October. B4 Equity/Finances will be reported on in August. Jessie moved to approve the changes to the GM report schedule. Dana seconded. All voted in favor. Dana will also update the Spring Meeting date and make note that board officers will be elected at the November meeting.

Mary Ellen began a continued discussion of RT staff representation on the board. The board wants to know what are the desired parameters of a staff board member being elected; will they have to be a full-time employee, elected by membership or staff, will they have to have worked at RT for a certain amount of time? They also want to know what the staff hopes to accomplish by having this seat on the board. One significant concern is the conflict of interest a staff board position would create specifically with respect to overseeing the GM.

Paul proposed two seats for staff on the board, similar to the Belfast Co-op. Jessie clarified that Belfast has one staff-specific position but staff are not precluded from running for another board seat. Kim believes that having a staff person on the board will promote better communication for the co-op community as staff has more experience working with members on a day-to-day basis. She explained that this position could provide a healthier, well-rounded board. Dwight explained that the staff board position was discussed in the Conflict Resolution Committee. Their thoughts were to have it open to staff after their 90-day probation period and must work a minimum of 20 hours.

Ronnie asked if it would be necessary for staff to vote on a person to be on the board if there was someone who was interested in the position. She suggested that we could go about it the same way the normal nominating procedure works and that if no one is interested in the position then there does not have to be a staff member on the board.

Amy suggested a trial run for the staff board position and vote on whether or not to make it permanent after a twelve-month trial. Other points offered for consideration were: The staff person would not come to executive session depending on the topics that will be addressed. The board and staff will need to decide if the position will be a staff representative or an at-large director. The consensus seemed to be away from the representative position and instead a nominated and voted-on-by-members position. Some board members and staff were concerned about how to proceed if the staff board member needed to be reprimanded or terminated. Dana voiced concern that it feels as if staff have brought this request to the board because of mistrust in the GM, and that, if that is the case, having a staff member on the board is not an appropriate solution. Kim assured her that that is not the case. Mary Ellen will talk with staff to get more ideas and will have a proposal ready by May 25 to be reviewed by the Board and possibly voted on at the June meeting.

The meeting adjourned at 6:50pm and the board went into executive session to discuss HR/personnel.

The next meeting will take place on June 8, 2016.

Respectfully submitted by Harley Stevens, board reporter.

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