

**Rising Tide Board
Meeting Minutes APPROVED
Wednesday, June 8, 2016
5 pm, FARMS**

Mary Ellen called the meeting to order at 5:04 pm. In attendance were Mary Ellen Barnes (president), Amy Leshure (treasurer), Jessie Trafton, Deb Poor, and Michael Walter.

Mary Ellen made one correction on the May 11, 2016 Board minutes to change "SWAT" analysis to "SWOT" in paragraph 5, line 3. The minutes will be approved when at the next Board meeting if there is a quorum.

An attorney has been consulted about the question of what constitutes a quorum. The attorney agreed that the by-laws indicate that a quorum is 2/3rds of the maximum number of Board members allowed, which is nine (9). Hence a quorum is six (6) Board members. For about the last five months (and maybe in December), votes were taken without a quorum. The votes will be reaffirmed at the July meeting, should there be a quorum.

Paul Gagnon indicated concern that the membership was not clearly informed of the election and annual meeting date changes. The Board's goal is to be clear and transparent. They will work with the attorney and the CDS consultant to arrive at a clear explanation for the members.

Jenny Begin requested a Q&A period in which the members can question and clarify the financials in more depth than they were presented in the Annual Report. Michael agreed that this is a good idea and will arrange a member meeting.

Michael's General Store update included:

Sales:

- sales for May 2016 were up 4.57% to \$522,882
- year to date sales were up 6.33% from 2015
- Member Appreciation Week (May 21-28) went smoothly; sales were \$152,126 only marginally better than the same week in 2015, which brought in \$149,823.

Membership:

- 77 new members result in 3,573 members

Staff:

- Rising Tide is relatively short-handed, which is not surprising considering the Lincoln County News headline (May 12, 2016) "Local Employers Struggling to Find Employees". The goal is to have a full complement of employees by July. Ronnie and Jess have hired people for the Deli and Front-end.
- Jess Bourne is doing a great job on the front end.
- The bookkeeper, Shel, has resigned as of the end of June
- Bruce Blake has stepped down from his role as Beer & Wine Manager. He will work part-time to train a new manager and then become a grocery stocker.
- Exit interviews have been taken.
- The turn-over rate from January 1 through May 31 was 22%.
- Although the By-laws state that the new Finance Manager/Bookkeeper should be hired by the Board, the Board has delegated that responsibility to the GM. Michael.
- Michael held a management team meeting with buyer and assistants on May 10th to identify strengths, weaknesses, and opportunities. The complaint that RT is becoming like

Hannaford's is part of "change management" and an effort to "foster and maintain a culture of productivity and efficiency".

Board/Staff training:

Dana and Dwight will attend the 2016 CCMA Conference on June 9-11 in Amherst, MA re: access to healthy food, co-op financing, leadership training, wages, and more. They will report their findings.

Farmers' Market:

The first market in Rising Tide's parking lot was held Monday afternoon on June 6 and will continue through September. (September's market will be held in Mobius' parking lot when the RT parking lot is being worked on).

CDS Consultant:

Melanie Reid, our CDS consultant, will be in Town on August 9 & 10 for the GM Success Program site visit. She will attend the August Board meeting and meet with management and perhaps all the staff.

Landscaping:

Achorn & Sons has been hired to mow the lawn 2x/mo for \$40 per visit. He will mow on Monday mornings to look our best for the Farmers' Market.

Outreach Report:

- June's Co-ops for Community Day recipient is the Newcastle Ecumenical Food Pantry
- Events since May 11 have been the 'Spring Meeting', Rebel Hill's plant sale, Member-Owner Appreciation Week, a wine tasting, an art opening, and a Spring clean up. Christopher Rice joined the Spring clean-up of the front garden and provided a copy of the original garden plan (as he designed it) for RT's future reference.
- Cafe composting has begun
- To help 'Healthy Lincoln County' raise funds for their 'Farmers' Market Kids Club' tokens, RT will offer their customers the opportunity to round their purchase price up to the nearest dollar. The extra change will be donated to the Kids Club program. Rising Tide will match the first \$100 of customer donations.
- RT has been selected to be part of Maine Farmland Trust's 'Harvest Bucks' program, which has been funded by a USDA grant. Receipt of the "rack cards" keeps being delayed.
- RT is co-sponsoring (with the Natural Resources Council of Maine, the Lincoln County Food Security Council, and Mid-Coast Hunger Prevention) a screening of "Just Eat It" at Lincoln Theatre on Thursday, June 16, at 6 pm. Although free and open to the public, the NRC is asking those interested in attending RSVP to: <https://www.kintera.org>.

Michael submitted GM Policy Monitoring Reports:

- B7, Communication to the Board. Not having a quorum, this will be discussed and voted on in July.
- B10, Relationship with Local Suppliers, indicates that local purchases are up by about \$16,000+; at the May MOAW, RT featured local vendors with sampling events, in print, and on RT's website; "Thank you Thursday" allows customers to learn more about a particular vendor and sign a card of thanks for that vendor; and the Farmers' Market encourage the community to 'buy local'.

Mary Ellen reported on:

- C3, Annual Plan. The 2016 Annual Meeting and Board Elections will take place in October 2016 as allowed by the By-laws. The Board will review the 2017 calendar and revise the Policy, if necessary; the Board has developed schedules for meeting, development, policy monitoring, and Board budget & compensation. The Board is in partial compliance re: Annual Meeting date and the GM's evaluation and compensation issues (temporarily delayed). The Board focuses on its business and responsibilities and has changed its start time to 5 pm.

- C4, Board Meetings. The Board is in compliance with all points, except #6 about executive sessions and the agenda now lists the purpose of the executive sessions, which brings them into compliance on #6 as well.
- The ‘Spring Meeting’ was plentiful with good food, good presentations, and good discussions.
- New Board members will receive white binders with by-laws, policy manual, etc. in them
- Mary Ellen said that Board members have been identifying by-law issues, in addition to the quorum, and will be meeting with members about proposed amendments and a likely vote in the fall.
- The Board training will be in Keene, NH in January costing only gas and hotel for participants. (Susan Barbera, past Board chair, recalled that there had been a training centered at RT for local co-ops, with costs shared among participating co-ops).
- Saturday, November 12, there will be a Board retreat with CDS Consultant Thane Joyal

Deb suggested that the Board members make an effort to get to know the members. Methods might include bagging during MOAW (“Chat at Checkout”), “Brunch with the Board”, or just roaming the aisles with a clip-board. Board members need name tags. The Board expressed support and interest for this.

Michael discussed Patronage Benefits. There is about \$20,000 - \$30,000 that needs to be distributed to avoid paying taxes on it. A member-owner suggested that it be used to increase salaries to a livable wage. There was discussion about what the benefit might amount to for each owner. The Board could set a floor for distribution, and/or the benefits could be given out at the register with the option of donating the money back to RT. The Finance Committee will make a recommendation to the Board in July or August. Michael needs to know the Board’s decision by August.

Staff Board Seat:

Mary Ellen reported that Board had proposed to allow one RT staff member on the Board for a one year trial period (the staff restriction is only in the Policy Manual, not the By-laws). Mary Ellen met with several staff after the last Board meeting and the group discussed many aspects of this staff seat. Generally, the group felt that this person should be voted in as a regular Board nominee (not by Staff), and anyone who had passed their 90 day probationary period as a new employee would be eligible (full or part-time). They would receive the normal quarterly Board compensation. After the trial year and an evaluation, the number of staff Board seats and term length would be considered. There were concerns noted about it being too much work for a staff member. There was discussion about polling the entire staff about the position. Rachel, who will be back in the office on 6/14, has ideas about the staff survey. The closing date for Board nominations is in August, so staff poll would have to be taken in July.

The HR survey being developed by the CDS consultant and Michael will be available to the membership by late July or August.¹

Six Board members voted unanimously to accept the resignation of Peter Lakis, the appointment of Kent Whitaker as an interim Board member, and the appointment of Jessie Trafton as Vice President of the Board—Jessie recused herself from the vice president vote. Positions are effective at 9 am on July 9, 2016. Vote taken by “Written Consent”, as allowed by the By-laws.

¹ CORRECTION: The summary and analysis of the HR survey being developed by our CDS consultant and Michael will be available to the Board in October 2016.

The date of July's meeting is still being determined.

Respectfully submitted by Deb Poor, Board member.

These minutes were voted on and approved by the Board of Directors on July 21, 2016. The footnote correction above was voted on and approved by the Board of Directors on September 14, 2016.