

Rising Tide Board
Meeting Minutes APPROVED
Wednesday, August 10, 2016
5:00 pm, Upstairs @ FARMS Kitchen

Mary Ellen called the meeting to order at 5:07pm. In attendance were Mary Ellen Barnes (president), Dana Wilson (secretary), Jessie Trafton, Deb Poor, Kevin Posman, Kent Whitaker, and Michael Walter. Melanie Reed, who is working on the GM improvement plan, and Thane Joyal, from CDS Consultants were also in attendance.

Mary Ellen confirmed that the Board Calendar is being updated on the Board's Google drive as changes occur and the board will vote on a set revised calendar at next month's meeting.

Dana made note that meeting minutes are currently capturing more discussion than is typical but Deb and Mary Ellen agreed that more information is better and since members are reading the minutes, it is beneficial to make note of the discussion. Jessie moved to accept the minutes from the July 21, 2016 meeting. Deb seconded. All voted in favor.

Mary Ellen opened the floor for a Member-Owner Comment Period. There were no comments.

Michael presented his store report. July sales are up 2.03% over last year with a 4.82% increase over year to date. He explained that the YTD increase is incrementally dropping but that we are still in good standing. RT currently has 3,577 active members. Michael provided a staff update and noted that Amy is doing a great job learning her new Finance Manager role. He reported that two representatives from National Co-Op Grocers (NCG), the co-op that RT belongs to, stopped by earlier this month and were impressed with the store's merchandising and the building. The patronage dividend discussed last meeting is moving forward. Each member will have a letter kept at checkout that will have a barcode for the dividend.

The bakery oven is failing. Michael had a meeting with Dwight and Ronnie and will begin to price out a replacement. The goal will be to look for an oven that will promote an expanded bakery at a later date. He will present findings that meet the \$5,000 operational threshold to the board when he has them.

Michael also presented the B1 report and reported compliance on all sections. Mary Ellen questioned the decreased growth percentage this month but Michael explained that organic food at cheaper prices is increasingly available at Hannaford and Yellowfront so there is competition. Net incomes continue to be positive this year over last year, which could be caused by various things – inventory management, reduced spending, and a decrease in interest expenses after refinancing. Dana moved to accept the B1 report. Kent seconded. All voted in favor.

Kent presented the Finance Committee's second quarter report. He suggested that a month-to-month comparison be added in addition to the YTD comparison. He noted that the deli expenses have been consolidated to make them easier to track but that this is just an accounting adjustment. Overall, the report is accurate and the bottom line net income is good. Kent reminded the board that a financial audit will happen at the end of this year. It is expected that RT's cash balance will increase between now and the end of the year despite paying for the parking lot construction.

Jessie presented the Nominating Committee report. We have eight candidates for five open seats (filling three 3-year seats, one 2-year seat, and one 1-year seat). Thane suggested assigning the longest seats to the highest voted candidates. Kevin and Deb were appointed by the board but will be on the ballot for members' approval. Board members agreed that the full bios provided by the candidates should be on the ballot, which is being put together now. Kevin suggested the ballots be randomized and not in alphabetical order. The election schedule is as follows:

8/19 Jessie will proof the ballot and send to nominees for a final edit
8/22 Jessie will return the ballot to Rachel, 8/24 ballot sent to printer
9/7 ballots mailed with announcement of annual meeting
10/7 voting deadline
10/11 count votes
10/15 annual meeting

Deb suggested having an opportunity for members to meet the candidates. All agreed that this would be ideal since this is the first time in recent history that the store has had more candidates than seats. But it was noted that unless all candidates are able to attend, those that do might have an unfair advantage. Dana strongly suggested that all candidates should be attending the board meetings and as many store events as possible before and during the elections.

Dana and Deb presented initial plans for the Annual Meeting on Saturday, October 15 from 5-7pm. Plan A is to host the meeting at the Inn Along the Way in Damariscotta. It is a rough barn and we would need porta-potties.

Ideally would have the RT kitchen make chili, Hootenanny Bread make bread, have large salads, and would have desserts donated. Deb noted that they would also like to get some kind of live music. They are waiting for the Inn Along the Way Board to approve the event tonight.¹ Other alternative venues included Pinkham Camp in Damariscotta or the North Nobleboro Community Center. Dana said they will maintain expenses for the meeting within the \$2,000 budget recommended by Michael.

Dana presented the C6 report, which explains the roles and responsibilities of board officers. She pointed out that the description for the treasurer and secretary roles are not included in our bylaws so no specific duties are stated. She suggested revising this when the bylaws are improved. She noted compliance and continuous improvement. Jessie moved to accept the C6 report. Deb seconded. All voted in favor.

Mary Ellen began a conversation about the GM evaluation process. She noted that Michael has been at RT a little over one year and that the board would be talking more in-depth about his improvement plan during Executive Session. She explained that the board would be using the GM reports from the last year to see how Michael has improved. Thane from CDS agreed that this was appropriate. The formal evaluation will happen in October/November.

The board will be attending a regional training with other Maine co-op boards on October 22nd and are working with Thane Joyal to design a board retreat scheduled for November 12th.

The meeting adjourned at 7:16 p.m. and the Board went into executive session to discuss personnel/HR.

¹ It was decided after this meeting that the event will take place at Morris Farm in Wiscasset-- not as close to the store as desired, but a good partner in the region and with a very connected history. They had hoped to use the Inn Along the Way barn by NC Hunt on Route 1, but IAW's Board decided they aren't ready to host this sort of event at this time.

Respectfully submitted by Harley Bartles, Board reporter.

These minutes were voted on and approved by the Board of Directors on September 14, 2016.