

**Rising Tide
Board Meeting Minutes
Wednesday, October 12, 2016
5:00 pm, Upstairs @FARMS Kitchen**

Mary Ellen called the meeting to order at 5:09pm. In attendance were Mary Ellen Barnes (president), Dana Wilson (secretary), Jessie Trafton (vice president), Kent Whitaker (treasurer), Deb Poor, Kevin Posman, and Michael Walter (general manager).

Mary Ellen notified those in attendance that the GM evaluation will be discussed during Executive Session and that the Board Policy Monitoring reports would be moved to the November board meeting.

Kent made a motion to accept the September meeting minutes. Deb seconded. All voted in favor.

Mary Ellen opened the floor for member-owner comments. There were none.

Jessie presented the results of the Board elections:

Total valid ballots: 440

Invalid: 10 (3 lapsed, 7 no name or signature)

Board Seat Results

1: Kevin Posman 274

2: Stephanie Nelson 268

3: Deb Poor 262

4: Peter Kraus 254

5: Meg Taft 230

6: Michael Alderson 226

Runners up:

7: Karin Tichy 223

8: Jenny Begin 213

9: Matt Page 178

10: Paul Gagnon 176

Community Organization Results

1: FARMS 180

2: New Hope for Women 176

3: Ecumenical Food Pantry 168

4: Spectrum 164

5: Healthy Kids 156

6: Lincoln County Animal Shelter 151

7: CHIP 144

8: DRA 129

9: Skidompha Library 120

10: Carpenter's Boatshop 111

Runners up:

11: Community Energy Fund 110

12: Coastal Kids 102
13: PWA 101
14: Humane Society 83
15: HVNC 80
16: Caring for Kids 71
17: MCC 61
18: MVLT 60
19: Inn Along the Way 54
19: SV Children's House 54

440 ballots were received, an increase from the last election. 10 were invalid and were not counted. No candidate met the two-thirds majority of returned ballots that is required by our bylaws. Candidates with fewer numbers of votes will receive the shorter available terms. Deb voiced some concern with Peter Kraus being elected to the board as the spouse of an employee. Mary Ellen explained that the bylaws do not prevent an employee's spouse from running for a seat on the board. The Board will monitor Peter as well as the other new candidates closely and hold everyone to the Code of Conduct policy. Jessie made a motion for the Board to appoint the six winners to fill the open seats in order of the highest number of votes received, and contingent on all candidates agreeing to uphold the Board's Code of Conduct. These six candidates are: Kevin Posman, Stephanie Nelson, Deb Poor, Peter Kraus, Meg Taft, and Michael Alderson. Dana seconded. All voted in favor. The new candidates will be announced at the Annual Meeting and presented to members in attendance.

Board 101 training is scheduled for October 22nd and all board members and candidates, even those not elected, are invited to attend. A Board visioning retreat is scheduled for November 12th and is for active board members only.

Michael presented his store report. September sales were 1.81% higher than August despite parking lot construction. Customer counts were also up which shows that RT perks and promos made it worthwhile for customers to come in. Michael is currently drafting the 2017 budget. The Co-op Basics program is expanding to the meat department. Jessie asked if this would affect RT's relationship with local meat farmers but Michael does not think there will be an issue. The beer and wine department has been revamped and sales have increased. Michael reminded the board that, per IRS regulations, all patronage dividends must be redeemed by the end of 2016. Dana asked for a report one year out on the Maine Harvest Bucks program next spring. Michael also discussed the upcoming Fair Labor Standards Act (FLSA) changes that will take place as of December 1st.

Michael presented the B4 report on Member-ownership Rights and Responsibilities. Dana asked what is being done to make sure members other than those getting email are receiving up-to-date information about the board and happenings at RT. Information must be somewhere more accessible in the store. Michael informed the board that this winter a new customer service desk with fourth register will be constructed in the area of the café with the rounded wall. Behind this desk will be a main area for all board-related materials. Dana made a motion to approve the B4 with the expectation that the new Customer Service desk will improve communication of important member and board information. Jessie seconded. All voted in favor.

Michael presented the B5 report on Treatment of Customers. He reported partial compliance and a plan to come into compliance in January 2017 when he will resubmit a spreadsheet tracking customer comments to include data from October to November. He has instituted a new system to follow up on these comments with the appropriate staff. In his report, Michael asked for guidance on whether or not

the board wishes to be informed board of all recalls. Dana and Kent advised that a brief summary of recalls is sufficient moving forward. Currently, two kitchen staff have valid ServSafe certifications. Michael is recommending that anyone who prepares food should have the training and is planning to include this in the 2017 budget. Jessie moved to approve the B5. Kevin seconded. All voted in favor.

Michael presented the B6 report on Staff Treatment and Compensation, incorporating the results of a policy compliance survey conducted by Melanie Reid of CDS Consulting Co-op in July and August 2016. Dana noted the lengthy absence of an HR presence to support staff in the event of a grievance. Michael presented an action plan for coming into compliance on three aspects of the B6 policy by early next year, mostly at or before February 2017. Deb commented that she was aware of some staff who did not answer the survey honestly because they were nervous about losing their jobs. Dana and Jessie expressed disappointment that some distrusted the confidentiality of the survey and how important every response is in order to make positive change. Kent made a motion to approve the B6 with Michael's plans to come into full compliance.. Dana seconded. Five voted in favor with one abstention.

Kent presented the Finance Committee report. August was a good month for the store. The parking lot project was expected to negatively impact sales, but they are pleased to report that it has not. The committee is also satisfied with the patronage dividend program.

Dana presented plans for the Annual Meeting on Saturday, October 15th. Deb reported that expenses for the meeting should end up less than the suggested amount Michael advised us to spend.

Jessie presented the Nominating Committee report. She has thoughts and ideas including a Nominating Committee calendar to make sure nothing is last minute moving forward; this will be discussed at a later meeting. Board elections will return to the normal spring schedule next year.

Board volunteer hours in the store will be coordinated with Member Appreciation weeks but will wait to be scheduled until new board members have begun their terms and when Rachael can look at the store's schedule to find any conflicts.

The Community Investment Fund (CIF) will be the Co-op for Community recipient for October.

The meeting adjourned at 6:44pm and the Board went into Executive Session to discuss HR/personnel.

Respectfully submitted by Harley Bartles, Board reporter.

These minutes were approved by the Board of Directors on November 10, 2016.