

**Rising Tide Board
Meeting Minutes
Wednesday, October 14, 2015
5:30pm Rising Tide Upstairs FARMS Kitchen**

Mary Ellen Barnes called the meeting to order at 5:30 p.m. Board members in attendance were Mary Ellen Barnes (president), Amy Leshure (treasurer), Dana Wilson (secretary), Peter Lakis, and Jessie Trafton.

The Board began the meeting with executive session. Staff members Michael Walter and Dwight Chamberlain joined at 6:20 p.m. for the board meeting.

Sarah moved to approve the September 9, 2015 Board Meeting Minutes. Jessie seconded. All approved. Mary Ellen questioned the External Assessment of Financials scheduled for September on the board calendar. Sarah discussed the option to do an audit. We would need to get onto auditors' schedule if we decided to do it. Amy will add it to the Finance Committee schedule.

Michael updated the board with a store report, noting a 9.5% increase in sales over last September. He provided an update on 2016 Budget Preparation. He has set the increase at 4.5% after lots of research and many conversations. We would reach \$6.25 million in sales in 2016. He feels this is realistic. A rough draft budget will be provided to the board at the November meeting. Then it will be finalized in December. He does not anticipate any major new costs or insurance increases next year.

Michael added that the policy manual is being updated with staff input. Mary Ellen asked if there's board involvement in approving or reviewing that manual. Michael said it'll be vetted for legal issues. It includes policies on things like wage increase rules, cell phone use, and employees purchasing bulk at cost.

A National Co+op Grocers (NCG) Member Agreement is up for renewal. Michael plans to renew Rising Tide's membership in this business services group for food co-ops. There is a \$6,200 cost per member per year, based on sales. Michael expressed his positive view on NCG.

Peter remarked on inventory and growth in deli. He asked if that growth reflects a purposeful change in the store. Michael said it does.

Sarah left at 6:40 p.m.

Mary Ellen reviewed Board Report column of the 2015 annual calendar. We are currently scheduled to go over policies: C8 Governance Investment, D Global Board-Management Connection, D1 Unity of Control, and D2 Accountability of the GM. The board looked over each

policy during the meeting and determined that we are in compliance. Dana made a motion to approve these board reports. Peter seconded the motion. All voted in favor.

Amy asked about policy C8, Governance Investment, and item #3 within it which states “we will develop the Board’s annual budget in a timely way...”. Board members have not seen the board budget. Amy agreed to ask Candy for details from the 2015 board budget line for review at the November meeting. At that time, the board may wish to adjust the wording of this item in the policy register.

Amy reported on the Finance Committee. She discussed the parking lot and compressor replacement and that we are moving forward with refinancing all our loans into one. The purpose of this is to lower our monthly payment and interest rate. Amy explained the community banks approached for term sheets and the committee’s next steps: appraisal, what to pay off in order to bundle up, etc. It may not happen before January 1.

Mary Ellen announced that she will draft a report for the November newsletter deadline, October 30. The board is having a Strategic Planning Meeting on Saturday, November 7 from 8-11 a.m. Mary Ellen asked if Michael would prepare a basic schedule for his presentation.

Dwight explained changes coming in the tax status of grocery staples on January 1 statewide.

The next meeting will take place on Thursday, November 12, 2015 at 4 p.m. This change is due to the Veterans Day federal holiday which falls on Wednesday, November 11.

Respectfully submitted by Dana Wilson, Rising Tide Board Secretary.

The Board voted and approved these minutes on November 12, 2015.