

**Rising Tide**  
**Board Meeting Notes APPROVED**  
**Thursday, December 8, 2016**  
**5:00, Upstairs @ FARMS Kitchen**

Jessie called the meeting to order at 5:05pm. In attendance were Jessie Trafton (President), Kevin Posman (Vice President), Dana Wilson (Secretary), Stephanie Nelson (Treasurer), Michael Alderson, Mary Ellen Barnes, Peter Kraus, Deb Poor, Meg Taft, and Michael Walter (GM).

Mary Ellen proposed a slight change to the October minutes. Deb motioned to approve minutes. Stephanie seconded. All voted in favor.

Jessie opened the floor for a member comment period. Sandy, an employee, thanked the GM and Board for their support of the Conflict Resolution Committee. He informed the Board that the charter is complete and they will be holding elections and their first meeting soon. Sandy also encouraged RT to take the lead and not wait for legislation on the Fair Wage referendum to implement fair wages for employees. Member-owner Paul Gagnon requested that the staff turnover rate be released as public information and that it is an industry standard to have it available. Jessie explained that this topic is on the agenda for today's meeting during Executive Session, and that nothing will be released until the Board has had a chance to review the final numbers. Paul also asked that new Board members read the letter a group of staff presented to the board at the December 2015 meeting. He encouraged the Board to explore alternative consulting options to CDS and suggested CDI (Cooperative Development Institute). Jenny encouraged RT to make all books and records available to the membership. She would also like to start a monthly co-op café with interested board and staff members to explore different topics brought up by membership. Jessie noted that the Membership Committee and a similar employee-driven suggestion is on the agenda for later in the meeting. Rachael noted that the Belfast Co-op has a co-op café that meets quarterly. Each meeting is framed around a different co-op principal and has a moderator to help lead the discussion.

Jessie presented the C5 Board Code of Conduct. All board members signed the C5. Upon Dana's request, the issue of a staff seat on the board will be added to the January Board meeting agenda. A self-evaluation of the Board was scheduled to happen this month, but with so many new directors, Jessie proposed moving the self-evaluation to the June 2017 meeting. Board members agreed this made the most sense, so the Board self-evaluation will be done in June.

Jessie is working to have all the Policy Monitoring reports available to the membership once approved by the Board and with any sensitive information removed. The reports may be kept at the new Customer Service desk and be available to member-owners upon request. Prior to the completion of the Customer Service desk, the reports may be in a binder with the General Manager, but the specifics of how the information will be stored has not been decided at this point.

Michael W. presented the store report. Thanksgiving week was hugely successful. Operationally there has been discussion around benefits packages in 2017 for employees including implementing a 401k program. The 2017 budget will show raises to current entry-level salaries and many other plans.

Michael W. presented the 2016 Ends Report and reported compliance on all policies. Kevin asked how RT compares with industry standard prices on food staples like bread, milk, and eggs. Michael W. reported that RT's bulk items are an excellent value and Kevin suggested promoting this to the public.

Dana requested that landscaping for the store be minded year-round and hopes to see it reflected in the 2017 budget. She also recommended RT do more in the community about healthy eating, suggesting a column in the newspaper. Dana disagreed with Michael's A3 interpretation which stated that members are engaged. She felt it does not accurately represent Rising Tide's current reality of weak member-owner engagement and requested that this sentence be amended to say RT is striving to expand member engagement. Michael W. will make this amendment and present it again for the board's approval at the January meeting.

Jessie presented the D3, Delegation to the GM, and D4, Monitoring GM Performance, policy reports. She reported full compliance with the D3 and partial compliance with the D4. The D4 states that the GM evaluation be completed in March, which did not happen until October this year. Jessie proposed getting back to the appropriate schedule in March 2018. Deb presented a letter she wrote to the Board urging all members, Board, GM, and RT staff to work together for the success of RT. Mary Ellen motioned to approve both D3 and D4. Stephanie seconded. All voted in favor.

Jessie presented the Nominating Committee report. The Board will need to be working on finding interested new board members very soon.

The Finance Committee will present their report at the January meeting. The 2017 budget will be included.

Jessie began a conversation about renewing RT's CDS contract. There was discussion about the helpfulness of CDS's guidance and knowledge of best practices over the last year, and the benefit to having some continuity with so many new directors on the board. Concerns were expressed about how cumbersome and restrictive policy governance seems to be, and the need to be knowledgeable about and creative with existing policies, and mold them to work for the current-day RT. Jessie suggested renewing the CDS contract for one year with a commitment to questioning existing policies. Stephanie suggested creating a Policy Review Committee; she and Jessie will work on creating a charter for the January meeting. The Board voted on the CDS contract renewal, 5 people voted for it, 0 people voted against it, and 3 people abstained. Prior to the vote, Kevin Posman had to leave due to a family emergency, hence, only 8 voting members were present. Without the  $\frac{2}{3}$  majority required by our bylaws to pass any vote, the CDS contract will not be renewed.

Will, an employee, proposed a recurring staff and board potluck to promote community between those closest to RT. He suggested one staff and one board member co-plan each potluck and that they be held on various days/times to provide greatest amount of exposure for those interested. Jessie suggested trying one first and then moving forward. Will and Peter will co-plan the first one.

Possible dates for the Annual Meeting include May 6, 13, and 20. Deb and Will volunteered to serve on the Annual Meeting Committee. Rachael will call for more members to be involved in the next e-newsletter. The date of the meeting will depend on available venues.

The Membership Committee charter has not been edited since 2010, when the committee was disbanded. In order for this committee to begin again, a new charter needs to be agreed upon. Deb and Michael A. will review the charter and bring proposed changes to the January meeting.

The D report on Global Management that was reviewed at the November meeting called for a Strategic Leadership Team that should meet with all staff members twice per year. Dana and Jessie

suggested this policy be revised. Jessie will review and bring proposed changes to the January meeting.

The Board budget is a two-line section of the overall 2017 budget. Currently the board is budgeted for \$17,000; \$15,000 is the expected total to be spent in 2016. This covers things such as the CDS consulting contract, annual meeting expenses, and board stipends. Jessie reported that RT Board benefits are minimal compared to those of other co-op boards. Dana voiced concern that board compensation shouldn't increase at this time. The Board decided to table this discussion.

The meeting adjourned at 6:38pm and the Board went into Executive Session to discuss HR, personnel, strategic planning, and GM compensation.

Respectfully submitted by Harley Bartles, Board reporter.

These minutes were voted on and approved by the Board of Directors on January 12, 2017.