

MEETING OF THE RISING TIDE BOARD

DECEMBER 16, 2014

The December 9 meeting of the Rising tide Board was postponed due to inclement weather. On December 16, the meeting of the Rising Tide Board was called to order 5:35 p.m. by President, Catherine Walton. Present were:

Catherine Walton, President
Jon Weislogel, Vice President
Sarah Matel, Treasurer

Beth McPherson
Dana Wilson
Mary Ellen Barnes

Also present were members of the Interim GM Team: Karin Swanson (recorder), Dwight Chamberlain, and Candy Bordonaro. Catherine introduced Peter Lakis, to the group as a guest of the Board and potential Board candidate. Peter is a Structural Integration and Pilates Instructor in Damariscotta. He gave a short summary of his experience in the Bay Area before coming east.

Catherine then expressed her wish to finalize Board responsibilities for 2015 as part of the Board calendar review to be discussed later in the meeting.

There followed a review of the agenda; Sarah requested an Executive session at the end of the regular meeting.

With respect to the Consent Agenda, the Board VOTED unanimously to approve the minutes of the November 11 board meeting as submitted.

Karin, Dwight, and Candy then presented the interim GM report. Karin briefly reviewed October financials and Candy discussed the health insurance plan that will be offered to employees through Maine Community Health Options. Peter expressed his view that Rising Tide was providing a substantial benefit to their employees by offering this group plan. Dwight reviewed facility/equipment issues which included quotes on repairing/replacing the receiving doors; installing a surveillance/alarm system; and upgrading ECRS. In addition we would be looking at quotes for a generator purchase in the near future which would enable RT to be open during a power failure. Karin mentioned that RT is at the point where a more comprehensive approach to customer returns was needed and a new, more uniform policy would be in place early in 2015.

Dana Wilson then presented the GM Search Committee report. The Committee will be meeting tomorrow to review applicants and perhaps extend the search while current applicants are interviewed and screened. Various search options were discussed including Peter's suggestion of contacting the Rotary Club and local CSA's. Catherine will be reaching out to Morning Dew Farm which publishes a newsletter and might provide a vehicle for outreach. Peter also suggested contacting the Maine Peoples' Alliance (MPA) for potential candidates interested in a co-op opportunity. Dana will send Peter a brochure describing the GM search process and Peter will get MPA information to Dana. Sarah expressed her concern that the Committee take as much time as necessary to identify a fitting candidate and supported an extension of the search effort if necessary. Catherine reminded the Board that Thane

had suggested a locum tenens GM if needed. Dana commented on the feedback from RT staff requested by our two non-manager members of the Search Committee as to criteria they would be looking for in a new GM. Jon felt that this approach of involving staff in the initial phase of the search is integrative in nature and would assist the committee in framing meaningful interviews with candidates as the search progressed

Beth presented the FARMS update. Bristol School held a fifth grade cooking (and eating) fest in the kitchen last week. Other cooking classes for children and teachers in the region will be held as well. High school students from Lincoln Academy will hold four classes featuring international cooking in the near future. Beth noted that the rest of the flooring would be installed next week and a lock would be put on the upstairs door with access codes for FARMS and RT staff.

She then announced that this was her last meeting as a Rising Tide Board member. She would, instead, be devoting her efforts to FARMS Board and associated activities, but would continue to update the RT Board via email. Jon reminded the Board that it was only a year ago when the upstairs was merely storage space and unusable for any meaningful activity. He thanked Beth and other FARMS Board members for their commitment to renovating this space and hoped collaboration with RT would be strong in the future. Beth expressed a need for pots, pans and utensils and Sarah suggested checking in with the Maine Restaurant Association. Peter has a contact in the Bay Area that provides discounted restaurant equipment and supplies; Beth will get a list of desired items to Peter.

Sarah then presented the Finance Committee report. She noted that the 2015 budget will be reviewed by the Finance Committee in January and presented to the Board at the January Board meeting. October sales were strong and net profit is at \$96,793 as of 10/31/14. Sarah noted that she and Karin had conferenced with MRDA and were able to get a one year extension of our loan term at the current 3.25% rate and a 5.25% interest rate on the remaining four years. She confirmed that the MRDA analysis of RT's performance was strong. Our weakest point is our collateral—our building is leveraged but our cash flow remains impressive.

With respect to the ECRS upgrade, the Finance Committee is recommending a lease over five years vs. an outright purchase. Dwight reviewed elements of the leasing proposal provided by ECRS. Given that the request is outside the budget, it required Finance Committee review and Board approval. After discussion, the Board VOTED unanimously to approve the five year lease associated with the ECRS upgrade as proposed by the Finance Committee. In the meantime, the interim GM Team will be working to develop a plan which will detail and prioritize capital equipment needs as well as operating requirements (replacements/repairs) for 2015. This will be incorporated into the 2015 budget for review in January.

Sarah then reviewed RT's long term debt with the Board. Given our cash position, the Finance Committee is considering a recommendation to pay off the balance of our loan with the Cooperative Capital Fund (CCF). In addition, the Finance Committee is looking to set aside a six month operating expense fund as a reserve. After a brief review of member loans and a possible strategy to employ in

the future, the Board agreed to deal with the Finance Committee's recommendations regarding the above matters at their January meeting.

The Nominating Committee report will be emailed to the Board by Catherine. There was no CIF report this month and the discussion of the Annual Meeting will be an agenda item for the January 2015 meeting.

After a brief review of the Board Calendar, Karin pointed out that the deadline for the February Newsletter is January 16. She will ask Elya to email 2015 newsletter deadlines and proposed MOAW dates to Catherine for inclusion in the Board calendar for the coming year.

Catherine mentioned the CBLD 101 meeting to be held on January 10 in Keene, N.H. Members will email Catherine if they are interested in registering. She also mentioned the Consumer Co-op Management Association conference coming up in June (11-14). Catherine then suggested that the Board complete their self-evaluation via email; she will email the self-evaluation form to board members. Results will be discussed in January.

Under New Business, Catherine reminded the Board members that any contributions to the Winter Newsletter should be emailed to Elya by January 16. In summary, the January Board meeting agenda will include setting the agenda for the Annual Meeting and a review of the 2015 budget as proposed by the Finance Committee. Jon volunteered to chair the Ad Hoc Committee to coordinate the Annual Meeting; Catherine will assist. As Chair of the Nominating Committee, Catherine will have a finalized slate of Board Candidates for the January meeting. She circulated a listing of the top shoppers at RT and asked the members to review the names, circle potential candidates with initials, and return the listing to her. Mary Ellen reminded members to consider possible male members to offer Jon some company.

The regular meeting was adjourned at 7:15 p.m. after which the board went into an executive session during which personnel matters were discussed.