

MEETING OF THE RISING TIDE BOARD

FEBRUARY 10, 2015

The February 10 meeting of the Rising Tide Board was called to order at 5:42 p.m. in the FARMS Community Kitchen by President, Catherine Walton. Present were:

Catherine Walton, President
Jon Weislogel, Vice President
Anna Leavitt

Mary Ellen Barnes
Dana Wilson

Also present was Board guest, Amy Leshure Brehm, potential Board candidate. Peter Lakis had planned to attend but was unable to do so at the last minute.

In addition, the Interim GM Team was present: Karin Swanson (recorder), Candy Bordonaro, and Dwight Chamberlain.

Given that this was Amy's first visit, Catherine requested that all present introduce themselves and their association with Rising Tide. Amy gave a brief summary of her current position and interest in Rising Tide.

Under Calendar Review, Catherine noted that the Board should finalize its 2015 Calendar during this meeting and approve the Annual Report for presentation at the Annual Meeting. Since the date of the Annual Meeting will more than likely be scheduled for later in the spring, the Annual Report review was postponed. Karin confirmed that Elya is preparing a draft and is waiting for the final 2014 numbers to come back from the accountant so that she can include 2014 financial statements as part of the report.

Under Agenda Review, Catherine moved that the slate of Board candidates proposed by the Nominating Committee be brought forward to the March Board meeting for consideration. After a second to her motion, the Board VOTED unanimously to postpone the discussion of the slate of Board candidates to the March meeting of the Board.

At the recent Board Retreat (February 1), the Board VOTED unanimously to appoint Peter Lakis to the Board. He will be completing the term of Beth McPherson and will be placed upon the ballot for members' confirmation vote along with any other candidates recommended by the Nominating Committee and approved by the Board. In addition, as part of the business conducted at the Retreat, Catherine Walton agreed to serve as President and Secretary for the rest of her term. At that point, the Board VOTED unanimously to approve of Catherine's dual appointment.

As part of the Consent Agenda, the Board VOTED unanimously to approve the minutes of the January 13 meeting of the Board as submitted.

The Interim GM Team then presented the Interim GM Team Report. Karin remarked upon the recent storms and the impact of the weather on sales. Rather than define a policy on closing/opening the store, she noted that each storm had its own distinct quality and required a unique response. Even with

the large amount of snowfall, Rising Tide's January 2015 sales were 11% over those of January 2014. Dwight summarized the facility issues facing Rising Tide—many of which were a result of the recent storms. Failure of equipment that controls the 10 door freezer case, the meat case, and the deli/refrigerated cases appears to be related to an electrical problem. Once we have confirmation of product and equipment loss as well as replacement cost, Candy will submit documentation to our insurance carrier.

COMMITTEE REPORTS:

Dana presented the GM Search Committee's report. She expressed gratitude for the feedback of Board members and staff on candidate Brad Alstrom and noted that a second candidate, Jess Herndon, would be arriving for initial meetings tomorrow. In addition, a third applicant has been interviewed by consultant Carolee Coulter; no feedback is available at this time. Catherine volunteered to attend the staff interview with Mr. Herndon tomorrow at 1:30 p.m., representing the Board.

In Sarah's absence, Candy presented the proposed 2015 budget with the recommendation from the Finance Committee that it be approved as submitted. After a brief discussion, Catherine made a motion to approve and Jon seconded her motion; the Board VOTED unanimously to approve the 2015 Budget as recommended by the Finance Committee.

There followed a discussion of the Board Budget which was on the Board Calendar for approval; however, Thane who attended the Retreat felt that the Board did not need formal approval of its budget in the current year. Thane sent Catherine a document to share with the Finance Committee to support a formal process for crafting the Board budget in the future.

The Nominating Committee report was submitted by Catherine. During the recent Retreat, the Board worked on a Board rotation chart to reflect staggered terms for Board member appointments. Catherine has responded to Board members' email recommendations identifying potential Board candidates. The current "board bank" document rests with the Nominating Committee and allows the Board to track points of inquiry as well as contacts for referrals of individuals potentially interested in Board membership. Catherine considers this a "working document" and a tool for the Nominating Committee as it moves forward to determine a slate for 2015.

Jon then discussed his proposal for this year's Annual Meeting. He is hoping that the gathering can be more of a celebration of Rising Tide since a quorum for a business meeting has seldom been reached; in addition, the membership voted last year to lift the requirement of a March annual meeting date. Jon is proposing that we hold our 2015 Annual Meeting in the Darrow's Barn on the Sunday of Memorial Day weekend (May 24) in order to capture more our seasonal members. The rental cost for the day is \$450; the event would be held from 2 to 5 p.m. Jon noted that Darrow's Barn was originally the first site of Rising Tide when it was a buying collaborative. The event would include simple hors' d'oeuvres, drinks, and music. Jon and Catherine will script the agenda for a brief business meeting before the celebratory portion of the event. Board members were concerned about being able to attend on that weekend and were unable to commit at this point. Jon agreed to request alternative dates for early June and email the Board so that a reservation can be made.

With respect to Board Governance, Catherine explained the purpose of the Board's Policy Register and thanked Elsa for preparing updated binders for the Board. She explained that the Board's Global End Statement is out of date and should be changed to reflect the revised Global End Statement proposed by the Board members during their Retreat. After discussion, the Board VOTED unanimously to change the Board's Global End Statement to reflect the changes as documented in the new Global End Statement. Catherine then shared Thane's view of the Rising Tide Board's position: Thane feels that the Board will be setting an example for the Eastern seaboard in Board development. She will prepare a follow-up statement for the Board with respect to framing a successful relationship with a new GM when hired.

Jon shared CBLD 101 trainings with Amy so that she can better understand the job of the Board and how the Board relates to the General Manager. Mary Ellen will get a copy of the material from her January session to Amy.

Catherine then requested that the Interim GM Team complete B8 for the March meeting in order to resume reporting as outlined under Executive Limitations of the Policy Register.

Under New business, Catherine mentioned that the Northeast Co-op Cafe will be held on March 7 in Keene, NH. Mary Ellen noted that the Morris Farm was holding a Food Security Conference at Chewonki on that same date.

Beth McPherson emailed the FARMS classes for February to Board members. FARMS will soon hold its first meeting with Miles Healthcare to discuss potential areas of collaboration.

At this point, the members decided that they would discuss C1, "Governing Style", at their March meeting rather than submitting a written report.

The meeting of the Board ended at 7:05 p.m. and an Executive session followed regarding a personnel issue.