

MEETING OF THE RISING TIDE BOARD

JANUARY 13, 2015

The January 13 meeting of the Rising Tide Board was called to order at 5:50 p.m. by President, Catherine Walton. Present were:

Catherine Walton, President  
Jon Weislogel, vice President  
Dana Wilson

Mary Ellen Barnes  
Anna Leavitt

Also present were members of the Interim GM Team: Karin Swanson (recorder), Candy Bordonaro, and Dwight Chamberlain. Catherine noted that the article on Co-op Culture in the current Cooperative Grocer reminded her of Rising Tide. She also mentioned an article on “Living Wage” which she encouraged Board members to review.

Catherine shared Peter Lakis’ impressions about the December Board meeting which he attended as a guest. He is very enthusiastic about joining the Board and will forward his C.V. to Catherine.

With respect to the Calendar Review, Catherine reminded the Board that Board submissions were due to Elya on Friday, January 16, 2015; reports would include a message from the President as well as a report from the Chair of the GM Search Committee.

Since Sarah was not present, Catherine made a motion to move the discussion of the Board Budget to February. The motion was seconded by Jon and the Board VOTED unanimously to delay discussion of the Board budget until the February meeting.

During Agenda Review, Jon made a motion to move the discussion of potential Board candidates to the February meeting; Dana seconded the motion. The Board then VOTED unanimously to delay the discussion of potential Board candidates until the February meeting so that Board members can get their suggestions to Catherine.

Regarding Calendar Review, Catherine added that the Board Calendar would also be finalized at the February meeting.

Regarding Consent Agenda, Mary Ellen made a motion to approve the minutes of the December 16 meeting as submitted; Catherine seconded the motion. The Board VOTED unanimously to approve the minutes of the December 16 Board Meeting as submitted.

Karin, Candy and Dwight presented the Interim GM Report.

- Karin reported that 2014 sales were at \$5,592,675.73—an 11% increase over 2013. Candy reported on the new group insurance policy in force for qualified employees. She also mentioned that we were seeking quotes from the Allen Agency for a combined Employee Assistance Plan/Life insurance Policy. These plans, if implemented, would most likely be paid

entirely by employees who would benefit from group rate over individual. She has submitted P&L statement and Balance sheet through December 13 to our accountants for review.

- Dwight then summarized the various facility projects in process. We are beginning prep work for adding a second stove to the deli; we replaced the hot water heater for the downstairs bathrooms and replaced a belt in HVAC-1. We'll be getting quotes for service contracts for both the HVAC system and the 13 compressor units; in addition, we will be meeting with Norris to refine their proposal for security cameras at Rising Tide.
- Karin added that a formal return policy was being developed for the store and would be ready for review by the Board in March.

Dana then presented the GM Search Committee report. Telephone interviews were held with four candidates, two of whom will be invited to interview in person. In the meantime, the posting for the GM position has been extended until February 2. Dana is hoping to schedule each candidate with the Search Committee, the Board and the staff. Carolee Colter, Board Consultant, suggested that the Board hold an interview with the candidates as opposed to a dinner. The Board thanked Dana and her Committee for their efforts to date.

Since Sarah was absent, Catherine will email her about developing a Board Budget. In the meantime, Candy presented the 2015 Rising Tide budget on behalf of the Finance Committee. She noted that a modest 5% increase in sales and purchases is proposed for 2015. The Board decided to vote postpone their vote until the February meeting, since there may be an opportunity for firmer estimates as facility issues were resolved. Catherine will also email Sarah regarding the Board's sentiments. Karin addressed the MRDA loan and confirmed that the term and rates had been approved and were favorable to Rising Tide.

With respect to the Nominating Committee report, Catherine reported that along with the list of the top shoppers, Peter Lakis had contacted two potentials in the medical field. Jon has also been speaking with people. Catherine noted that there is no documented process for reaching out to potential candidates. She does have materials to share with those interested in finding out about the board. Candidates should submit a resume before the Board decides to place their names on the ballot. It was agreed that a minimum of three candidates should be slated. Jon discussed the value of an interested person attending a board meeting before a resume is accepted. Then the Board could determine whether there is a match between the candidate and the expectations of the Board before voting. Jon felt the Nominating Committee should be on the agenda each month; he also suggested that four candidates be slated since Catherine's term ends this spring. Anna might possibly be leaving as well, so the number of those to be slated may need revision at a later date.

As to a plan for the Annual Meeting, Jon felt it did not have to be a business meeting; instead it could be a celebration and suggested postponing the meeting until late April. Since Lincoln Academy may have difficulty accommodating the annual meeting, Jon will speak with Steven Hufnagel to see if the DRA Barn is available. The Annual Meeting is also on the agenda for discussion in February.

Regarding Board Governance, Mary Ellen attended the CBLD 101 conference in Keene, New Hampshire and felt that it was an excellent program. Many of the attendees had been Co-op Board members for less than a year. Belfast Co-op is interested in doing another regional CBLD 101 course with Rising Tide once we have our new Board members in place. Also Thane will be meeting with the Belfast Co-op in February and could also meet with Rising Tide Board. Of the two dates available, the RT Board chose February 1 for their Board Retreat to take advantage of Thane's presence in the Mid-coast area.

The Board Self-Evaluation will be postponed until February; the results of the February 1 retreat can be included in this discussion as well.

Under New Business, Catherine proposed to dissolve the FARMS Committee now that the transition to the upstairs is complete. Jon seconded the motion. The Board VOTED unanimously to dissolve the FARMS Committee from the Board committee roster.

Sarah requested via email that the Board consider a change of their meeting date to Tuesday; Wednesdays are problematic for her.

Dwight briefly reviewed the fourth quarter inventory held on January 1. He felt it was the most efficiently run inventory process to date. The results were distributed to members for review.

The Board meeting was adjourned at 7:25 p.m. An Executive Session followed to discuss a personnel issue.