

## MEETING OF THE RISING TIDE BOARD

MARCH 10, 2015

The March 10 meeting of the Rising Tide Board was called to order at 5:30 p.m. Present were:

Catherine Walton, President	Anna Leavitt
Jon Weislogel, Vice President	Peter Lakis
Mary Ellen Barnes	

Also present were Amy Leshure Brehm, guest of the Board, along with members of the Interim GM Team: Karin Swanson (recorder), Candy Bordonaro, and Dwight Chamberlain.

Catherine opened the meeting with Board congratulations to Dana Wilson and family on the birth of new baby girl, Lettie Jane. Mary Ellen Barnes is now serving in Dana's place as Chair of the GM Search Committee. In addition, Catherine noted that the Board had VOTED unanimously via email to designate May 24 as the date of the 2015 Annual Meeting.

As to the Calendar Review, Catherine reminded the members that any Board articles for the Spring Newsletter would need to be submitted to Elya by April 24. Board Development needs would be discussed later in tonight's meeting.

Jon then made a motion to approve the Consent Agenda; Peter seconded the motion. The Board VOTED unanimously to approve the Consent Agenda including the minutes of the February 10 Board meeting as submitted.

Catherine reminded the members that the Board had requested that the Interim GM Team complete B8 (Logistical Support) as part of their report to the Board. The team first discussed operational issues facing the store. Karin distributed a draft of the return policy for the Board to review at their leisure. She also noted that the final return policy would accompany a proposal to install security cameras. The security camera proposal would be discussed first with the Finance Committee and, with their support, would be forwarded to the Board for a final vote later this year.

Dwight then reviewed facility projects. Our second oven is now in place in the back room; reorganization of that space has allowed for more efficient use by all staff members. The temporary gas tank placed in the back parking lot to accommodate two ovens and heat for the store will be removed, in the spring and capacity to the original tank will be enhanced once weather permits. In addition, our phone system was cut over today to Time Warner, leaving one DSL line (Tidewater) to allow for transactions should power fail. ECRS will be installed as soon as possible, though our assigned date is currently seven weeks out. There is concern about paying lease fees on equipment that cannot be used because of ECRS delays. The GM team will investigate options which will address this concern.

Candy then reviewed the insurance claim settled recently as a result of the failure of several pieces of equipment during the January blizzard. She was very satisfied with the negotiation and was able, with Dwight's assistance, to recoup \$8237.00 to cover failed equipment, lost sales, and inventory. She also asked the Board if they had had a chance to review financials for 2014. After discussion, the Board

expressed their appreciation to the Team and staff for a successful 2104. Karin then reviewed the components of the Team's response to B8 as part of the Board's Policy Register. In essence, the Team was required to give assurance that it was providing adequate logistical support to the Board. After a brief discussion, the Board VOTED unanimously to approve the Interim GM Team's B8 submission as being in compliance.

The Board then moved to a discussion of Committee Reports:

Mary Ellen presented the GM Search Committee report. Third candidate, Michael Walter, will be coming on March 21 to spend the day with the GM Search Committee, Interim GM Team, staff, and Board. She reviewed his schedule and asked if a Board member would volunteer to be present at the staff interview. Peter Lakis volunteered to be present for the day's events. Catherine reminded the Board of the value of a Board member being present during the staff interview to help remind the candidate of staff concerns during the candidate's final interview with the Board. The Search Committee will conduct a conference call following the day with Michael; in the meantime, Mary Ellen has updated candidate Brad Alstrom on the search progress and he has confirmed his interest in continuing as a candidate. Mary Ellen will forward the resumes of the two remaining candidates to Peter as a new Board member.

There followed a discussion about the elements of the compensation package for the GM. The Search committee will make a recommendation to the Board which will bring their discussion to Executive Session for completion. Candy reminded the Board that she needs to know the particulars since she is responsible for implementing insurance coverage, vacation, etc. which may differ from the typical Rising Tide employment package. After further discussion, the Board thanked Mary Ellen for stepping up to chair the GM Search Committee for the balance of its efforts.

The Nominating Committee report was presented by Catherine. She recommended that the Board slate Peter and Amy on the official election ballots. Currently, Peter is filling Beth McPherson's term and will then be on the slate for election with Amy. In the meantime, Jon mentioned that Chris Chase is interested but cannot meet on Tuesdays. Since Sarah Matel has a conflict with Tuesdays as well, there will be a request before the Board to consider an alternate meeting date. Peter also mentioned that he has two friends that are interested in the RT board—one of whom may be willing to serve. Jon and Peter will attempt to get confirmation of interest and resumes to the Board by Saturday, March 14 so that the final slate can be printed on the ballots and voting can take place within the timeframe stipulated by the Bylaws. On behalf of the Nominating Committee, Jon made a motion to slate Amy and Peter; Catherine seconded the motion. The Board VOTED unanimously to slate Amy Leshure Brehm and Peter Lakis as candidates for Board membership. In the meantime, Jon and Peter will request further information from their contacts. In addition, Elya will need a bio from Peter and a photo of Amy.

Jon then presented his proposal for the Annual Meeting; the Sunday of Memorial Day weekend has been reserved for Rising Tide at the Darrows Barn (DRA). Jon will get registration details to Candy. Jon and Catherine will draft an agenda; food will be appetizers only—provided **by Rising Tide?** Jon will write a newsletter article for the Spring issue to explain the purpose of the meeting as a community event and celebration of and for Rising Tide. Peter volunteered to assist Jon with the planning of this event and

Catherine suggested that Peter take her place on the Annual meeting planning committee. Jon will get in touch with the speaker being considered as part of the program.

With respect to Board Governance, Catherine briefly reviewed the Board Binder with Peter and Amy. She then invited discussion of C - Global Governance Commitment from members. In particular, the role of the Board as representatives of the member-owners was addressed along with recognition that the co-op produces benefit and value as a community resource. Additional evidence of compliance rested in the placement of the interim GM Team to allow for continuity and positive operational results during a recent management transition. Catherine added that the introduction of new candidates from the member-owner pool ensures that the benefit and value of the co-op is perpetuated; from a financial standpoint, key indicators afford a summary of the progress of the co-op while employee surveys and the inclusion of staff as members of the GM Search Committee integrate RT constituents and support a democratic approach to governance and operation of Rising Tide.

In summary, the Board members agreed that they were in compliance with their Global Governance Commitment.

In addressing Board Development Needs, Catherine mentioned that Thane offered to conduct a regional training with other Maine co-ops if there was interest. April 11 and 26 were discussed as possible dates; Catherine will contact Thane to see if either is possible.

Peter mentioned his interest in getting to know how Rising Tide—the store—operated. Candy expressed her opinion that a tour should be a part of each new Board member's introduction to Rising Tide. For the benefit of the newer members, Jon distinguished between the operational concerns of the Rising Tide management and staff and the policy governance concerns of the Board. Both Amy and Peter and any current Board members are welcome to participate in a store tour and arrangements will be made upon request.

Under New Business, Catherine wished to pursue a review and revision of Committee charters; to that end, Catherine will find out when charters were last updated.

A discussion of the need to switch the Board's meeting date from the second Tuesday to the second Wednesday was discussed. Peter will check to see if he can change client appointments on Wednesday and get back to the Board. Other members will also email their final thoughts to Catherine in the next day or two. With respect to the Spring Newsletter submissions due April 24, Jon will write an article on the 2015 Annual Meeting and Mary Ellen will summarize the work of the GM Search Committee. On a final note, Catherine noted that Beth McPherson shared the latest news of FARMS with her; there are six classes scheduled to be conducted by area physicians which will be held in the Community Kitchen in the near future.

The meeting was adjourned at 7:10 p.m. An Executive session regarding a personnel matter was convened thereafter.

NOTE: The Board VOTED unanimously by email to meet on the second Wednesday of each month hereafter.