

Rising Tide Board of Directors  
Meeting Minutes  
Thursday, February 16, 2017  
5:00 pm, Skidompha Library

Jessie called the meeting to order at 5:07 pm. In attendance were: Jessie Trafton (president, Kevin Posman (vice president), Deb Poor, Stephanie Nelson (treasurer), Megan Taft, Mary Ellen Barnes, Dana Wilson (secretary), and interim GM team members Dwight Chamberlain and Amy Leshure.

Deb made a motion to approve Peter Kraus' resignation. Mary Ellen seconded. All voted in favor and wished Peter well.

Jessie gave a President's Report. Michael Alderson's term ends in Spring 2017, while Peter's ends in 2018. Jessie suggests appointing Michael to fill Peter's term and not have him on the 2017 ballot. All agreed.

Deb moved to approve the January 26 meeting minutes. Mary Ellen seconded. All voted in favor.

Management Report: The turnover rate for 2015 was 41.8% and for 2016 was 53.2%. We do not currently have comparable data from other co-ops and Meg expressed interest in this for a point of reference. Highest turnover was in front-end and deli. Co-op member Paul Gagnon offered to send data to Jessie. In looking up comparisons, it would be smart to analyze turnover-rates while also looking at new management and how recently the change (in management) had been made. Amy will discuss with NCG for a more encompassing [turnover rate] formula. Amy reported that transparency within the co-op is being increased: a tiered job/pay system will be more open/explained to staff, job responsibilities are being re-assessed in relation to pay, monthly meetings have been implemented, management has been working with department heads on budgeting and quarterly projections. There is a goal of 5% profit increase with a 'stretch goal' of 8%. A faulty front door system has been remedied. Aluminum screens have been placed on meat and dairy cases to reduce over-night energy usage. Rather than a storewide generator costing roughly \$60,000, a localized smaller generator that will cover the largest area(s) of product loss could cost significantly less.

A concern was raised about the proper/appropriate time for meeting guests to voice opinions during a directors' meeting. This topic will be revisited at the comment period.

Finance Committee: The store experienced 4% sales growth in 2016, as budgeted. Meg would like a tutorial on reading financial reports for all board members, to feel more comfortable/knowledgeable looking at budgets and financial reports moving forward. Questions on the budget should be directed to Amy, and a separate tutorial for board members who do want to

learn from Amy will be organized. Stephanie is tasked with coming up with the annual board budget.

Annual Meeting Committee: Promotion/advertisement, location and music have all been secured. There are some setbacks in the budget as far as food goes (the board has given a budget of \$3500, the current projected budget is \$4500). There are questions about going through the Rising Tide deli, and whether the board should be charged retail or wholesale. Lincoln County News is being looked at for printing, in comparison to Supplies Unlimited. The current budget from the board is not set in stone and based on one from 2 years ago, this cannot be revisited until a decision has been made about the CDS contract. Expecting 175 turnout is perceived as very high, and 100-125 seems more reasonable. The annual meeting committee needs to be a subcommittee of the membership committee.

Nominating Committee: Dana Orenstein is a nominee (present at this meeting), Chris Mahoney is a nominee, Michael Alderson is a nominee, Deb has approached Lucy Smith and Rachael Williamson, Deb Cook has declined. Based on the upcoming nominating deadline, there are concerns about the work done getting the ballots out to people. Deb has volunteered to do all of the ballots and have them checked over by marketing (Rising Tide's marketing department). Meg suggests Deb meet with Marketing staff to determine responsibilities/duties. Things need to get to Marketing staff member Rachael Button by March 6th for the timing of the mailing which will be April 10th. Deb believes that the charters for the membership, nominating and annual meeting committees cannot be finalized until management, and the direction Rising Tide will take with it, has been finalized. It has been agreed upon to leave the Nominating Committee charter as it stands.

Membership Committee: Mary Ellen suggests that we approve charters for all 3 committees even if they are temporary/up for future reevaluation. Jessie expresses concerns of the integrity of the board if a committee is acting without charter. Mary Ellen proposes working from a Membership Committee charter from 2010. Mary Ellen motions to create a Membership Committee based on a charter from October 2010, Dana seconds. All in favor. No definitive plans to add these charters to the next meeting have been made.

CDS Contract/CDI Research: Kevin, Michael and Jessie talked to CDI on February 7th, and there are notes from the conference call available to board members. They do not work on an annual contract, rather as needed and/or project-based. They do not have a current hourly pricing but are working on a projection for the board. CDS is \$6850 a year that covers board trainings, additional training, and individual consultings. Stephanie suggests defining what 'we' need from a consulting company, before 'we' can decide which group to use, as that will help determine pricing. Deb suggests transitioning out of a contract with CDS and into an hourly/case-by-case basis. Stephanie suggests being open to using both agencies and determining which individual one should be used depending on the specific situation/scenario. The concept of worker-owned direction for the co-op has been brought up by Meg and Kevin, both agencies have worked with that sort of transition, and also re-evaluating policy

governance. Kevin mentioned CDI is working on putting together regular meetings of regional co-ops to further communication and collaboration in the area. It is important to recognize the value of policies in regard to the size and scope of our membership, however Stephanie suggests that those policies do not necessarily need to be in the form of 'policy governance'. Jessie, while not opposed, is not completely confident in the fit with CDI. Amy reminds that NGC provides rebates in certain situations (such as Rising Tide hosting trainings). Dana suggests a portion of the membership might express concerns with the board in any way continuing to work with CDS, however it seems to be necessary to have resources (such as these consulting agencies) available to the board and especially its president. All agree to use CDS and CDI on an as-needed basis, without a contract -- no formal vote was taken as the Board was in consensus. As this affects the budget, Stephanie will re-evaluate where this money (previously allocated to CDS) can be redistributed within the budget.

Co-op Management Structure: Meg has been working on a staff survey requesting feedback on management structure at the store. There will be an option to fill out the survey either online through SurveyMonkey.com or a paper copy that will be placed in the staff boxes with a locked box, for collection purposes, in the break room. These will go out Monday, February 20th (both paper in boxes, and an email of the survey link) and be collected/evaluated March 6th. These surveys will be anonymous, and completely optional/voluntary.

Governance Committee: Stephanie and Jessie have been working on the Governance Committee that will review current policies and bylaws. A charter has been distributed to board members. Deb motions to approve the charter (of both Governance and Store Management Structure Committees), Dana seconds. All in favor. Stephanie asks who would like to serve on this committee. Mary Ellen, Jessie and Stephanie have agreed to serve.

Store Management Structure Committee: This committee was proposed as a subcommittee of the Governance Committee. The charge of this committee is to look at the management structure of the co-op. The committee charter was presented to the Board and adopted unanimously.

Policy C5 Revision/Staff Board Seat: This could be a director position, not a 'rep' or liaison. Jessie suggests not reserving a seat for a staff member, and having them run in the general election. Historically, some of the managers have been required to serve on the board. This position should not be open to the general manager. Deb suggests there be a liaison, or ombudsman that might not be a staff member. Mary Ellen and Kevin have assessed that staff do want a seat, not just a rep. Depending on the intentions of the staff, the position should be evaluated: a director seat with full responsibilities, or a rep that provides communication and a voice of concerns of other staff. Amy suggests that there are sensitive pieces of information (such as portions of executive session) that might alter the responsibilities of a staff member, such as case-specific recusal. Deb wants a rep that provides insight into the values and interests of the staff. Kevin and Stephanie believe that a seat should not be reserved for [only] staff if they were allowed on the board. This would not alter the seats on the board. Deb moves

to revise the C5 policy so that staff members could serve on the board, Stephanie seconds. All voted in favor. Dana will update the policy register.

Member/Owner Comments:

- Rachael suggests providing a copy of the policies and code of conduct to all staff, or posting in the office to be available to all staff.
- Jessie will send a notice to Rachael to send to all staff as well as post a message in the office informing them of the recent change to the C5 Policy.
- Staff will be given an extension until the end of next week Friday, February 24th on the nomination deadline.
- Staff member Sarah Davis expressed concerns with previous surveys, and who is allowed to fill them out (based on tenure), and restrictive word limits. All fields will be unlimited and a question at the beginning of the survey asks how long a staff member has been working.
- Paul Gagnon expressed concerns about the money spent on consultants, citing totals, as well as the potential conflict of interests between CDS and NCG.
- Rachael commented that the time and money spent on consultant-driven surveys is well worth it, for the support it provided, personal attention, and the commitment the board demonstrated to the staff.
- There is currently no set deadline for changing/keeping the management structure and hiring a new manager/management team. Meg suggests that the staff survey will help answer questions that might help make a timeline.
- Jenny Begin suggests expanding the number of seats on the board or allowing for a range in the number of directors, (e.g., 9-13). She also suggests starting meetings at 5PM promptly and adding a discussion period at the beginning, as well as introductions.

Respectfully submitted by Will Addison, board reporter.

These minutes were voted on and approved by the Board of Directors on March 9, 2017.