

The Board of Rising Tide was called to order in the upstairs FARMS Learning Center on February 11, 2014 at 5:37 p.m.

Present were:

Catherine Walton, President

Kimberly Reed, Secretary and temporary Vice President

Board Members: Beth McPherson and Jon Weislogel.

Rising Tide Attendees: Twewang "Sherpa" Sherpalama, General Manager; Karin Swanson, Wellness Manager and Recorder; Dwight Chamberlain, POS Coordinator.

Guests: Mary Ellen Barnes and Dana Wilson.

Catherine called the meeting to order and introduced Mary Ellen and Dana as guests of the Board. She invited attendees to re-introduce themselves since this is Dana's first meeting with the group. Both Dana and Mary Ellen are considering membership on the Board.

Catherine then reviewed the Board Calendar with the goal of finalizing it at this meeting. No changes had been communicated to her via email during the previous month; thus, the calendar may be considered in final form. In addition, she noted that Policy Reports from the General Manager will be reinstated as of this Board meeting.

As part of her review of specific dates in the Board Calendar (attached), Catherine asked to finalize Board responsibilities for the May Member Newsletter. She suggested that we might accept testimonials from Board members regarding the value of serving on the RT Board; this, in turn, might encourage more interest in Board membership. In addition, Catherine assigned Board Members with the specific task of developing strategies to improve the Board's effectiveness in the future.

As part of the Agenda Review, Jon asked that a brief discussion of the newly named Cooperative Investment Fund (formerly CCF) be included later in the meeting. Upon agreement, the Board also VOTED unanimously to approve the minutes of the January 14<sup>th</sup> meeting minutes as submitted. Catherine confirmed that the new date for the RT Annual meeting is March 30 since the March 9 date did not allow for completion of the 2013 financials by our new Auditor. Finally, the Board agreed to move approval of the annual report to the March 11 meeting of the Board.

Sherpa then gave a brief summary of recent events at Rising Tide. From now on this summary and any Policy Title reports will be mailed out in advance so that members can email their questions and concerns to Sherpa before the Board convenes. In the meantime, Sherpa reported on current sales and GPM by department; he also enumerated the various new discounts in place. He also noted that he is working on replacing plastic containers in the store. In summary, Sherpa expressed his full confidence that his 2014 budget for RT reflects an achievable growth in financial performance which will allow him

to concentrate on making Rising Tide an ideal marketplace for customers and the community as well as an ideal workplace for staff.

Sherpa then distributed his B1 and B2 responses to Policy Title Financial Conditions and Activities and Business Planning and Financial Budgeting respectively. Those reports are included as part the minutes. After review of B1, Sherpa asked for the Board's opinion regarding their interpretation of the term "material deviation" as used in the introduction to B1. After discussion, Jon summarized the views of the Board noting that policy governance is intended to be somewhat vague providing guidance to the Gm without being too precise. The intent is to support the GM in his/her efforts to do no harm to the Co-op and its community. Thane, the Board's consultant, had confirmed to Sherpa that all policies and efforts at compliance are meant to assure the Board that the Co-op is running well and supporting its community. Jon then suggested that the Board take this issue to their Retreat for further discussion. Kim agreed and suggested that Sarah, as Treasurer, be involved with Thane in providing assistance to set the parameters of "material deviation" for Rising Tide's General Manager in terms of compliance.

After Sherpa's review of B2, Sherpa reminded the Board that he used 2013 figures for historical compliance responses and his 2104 budget figures for planning compliance. Sherpa expressed his intent to survey customers and employees to track satisfaction. Employees have also been asked to describe the ideal workplace in order to assist Sherpa in his focus on staff satisfaction—a parallel goal for him along with successfully meeting the store's financial obligations as outlined in the 2104 budget and strategic plan.

After Sherpa corrected one figure on page 2 of his B1 report, the Board VOTED unanimously to accept B1 and B2.

Board Reports were then discussed. With respect to FARMS, Beth's focus is on fund raising to support the next phase of construction upstairs. Sherpa and team will clean out the remaining space so that Phase II can begin. Several events are scheduled for the Learning Center in the meantime: Maine Women Write will host Barbara Damrosch upstairs in the Learning Center on February 20<sup>th</sup>; her new book co-authored with husband Eliot Coleman will be featured and available for sale. There will also be a workshop on fermenting foods presented by Thirty Acre Farm on Sunday, February 23<sup>rd</sup>. In addition, Morning Dew Farm will conduct four classes on upcoming Saturday mornings focused on growing a successful kitchen garden. Beth is hopeful that Phase II-- including the kitchen-- can be completed by the end of August in time for the harvest.

Sarah Matel was not present to report on the Finance Committee meeting. Sherpa gave a brief summary of the most recent Finance Committee meeting. Kimberly had emailed a request for a vote to support a \$5000 grant to FARMS. After discussion and with a motion to approve the donation (seconded), the Board VOTED unanimously to donate \$5000 to FARMS once the budget is formally approved and cash flow allows for the distribution. The \$5000 is well within the parameters budgeted by Sherpa for donations in 2014.

The Nominating Committee has finalized its slate of Nominees as follows: (1) Mary Ellen Barnes for a three year term; (2) Kendrick Heath for a two year term; (3) Anna Leavitt for a one year term. There was

a suggestion to speak with Ken Heath about taking on a three year term to avoid losing two Board members in one year. Catherine will speak with Ken. Dana Wilson will continue to attend the meetings when possible in order to consider filling Kim's vacancy when she leaves for graduate studies this summer. In the meantime, Dana will meet with Catherine and Mary Ellen, Ken, and Anna will submit biographies to Catherine for inclusion as part of the slate.

Jon, as Chair of the newly name Community Investment Fund—formerly the Cooperative Community Fund—presented a short justification for name change and a description of a simplified application process.

Catherine then confirmed that the Annual Meeting Date is now March 30<sup>th</sup> at Lincoln Academy. The meeting will be held from 1-4 P.M; Rising Tide will cater the event. Jon, Kimberly and Catherine agreed to serve on an ad-hoc committee to prepare for the Annual Meeting. The Board then VOTED unanimously to establish an Annual Meeting Committee; Jon agreed to serve as Chair. The Committee was charged with preparation of the agenda and set-up.

Catherine then noted that the Annual Board Retreat Day has been set for April 26<sup>th</sup>. Thane, Co-op consultant to the Board, will create the agenda and Board candidates are invited to attend. In addition a Co-operative Cafe will be meeting in Keene, NH on March 15<sup>th</sup>. RT staff is invited to attend along with Board members. Jon expressed his interest in attending the Cafe and suggested carpooling.

As a final note, Sherpa mentioned that a North Haven resident was interested in starting up a private grocery business and has asked Sherpa for advice. He, in turn, asked the Board for their opinion as to whether the request might create a conflict of interest with his GM role. After discussion and Sherpa's assurance that RTCM financials would not be shared should this consulting project go forward, the Board VOTED unanimously to confirm that there is no conflict of interest if Sherpa acts in an advisory capacity to assist the North Haven resident.

Before adjournment, Catherine assigned the Board homework. After talking with Thane, Catherine will be emailing an article to Board members on "accountability". She asked that members read the article before the Board meets in March and bring forward one point from the piece that deserves further attention at the March board meeting (March 11<sup>th</sup>).

The meeting was then adjourned at 7:20 p.m.