



CONCORD FOOD COOPERATIVE

BOARD OF DIRECTORS

BOARD MEETING MINUTES

Wednesday, March 16, 2011, 6:00 PM, Co-op Offices, Concord, NH

Nancy Girard, President, called the meeting of the Concord Food Cooperative Board of Directors to order at 6:07 PM. A quorum was present.

Attending: Nancy Girard, Steve Hengen, Betsy Black, Sarah DiSano Roy, John Warner, Chris Licata, Andy Duncan and Gail Fayre, **Guests:** Larry Pletcher and Bruce Parrish (arrived at 8:05pm), **Staff:** Paula Harris (General Manager), Peter Deleault (Finance Manager), Nick Schneider (Assistant Store Manager), Joshua Bourassa (Customer Service Manager), Chef Mike Cook (Head Chef), Lloyd Pickering (Produce Manager), Scott Bardier (Grocery Manager), Len Bomba (Point of Sales), and Melanie Waldvogel (Board Administrator).

PREVIOUS MINUTES

JANUARY 19th, 2011 MINUTES APPROVAL

- **BOARD VOTE: Change the first sentence of Member Comment on Election to read: "Mr. Parrish raised concerns about the Board election in October and handed out materials to the Board members."**
(Motion by Andy Duncan, seconded by Steve Hengen; approved unanimously with 2 abstentions).
- **BOARD VOTE: Change the statement beginning in the 8th line of Member Comment on Election to read: "It was pointed out that there was nothing that required that late applications be rejected and Board members also responded that a bio was treated as the application. The Board acknowledged that an imperfect process for the election has been followed for years." Add after this, "The Board considered the June 1st 2010 date as not a cut-off date for rejection of applications, but as a target date for publication requirements set to accommodate staff."**
(Motion by John Warner, seconded by Sarah DiSano Roy; approved unanimously with 2 abstentions).
- **BOARD VOTE: Remove the line: "Staff was not involved with Mr. Parrish's document request" under Member Comment on Election.**
(Motion by Sarah DiSano Roy, seconded by John Warner; approved unanimously with 2 abstentions).
- **BOARD VOTE: Remove the line: "(which were collected later in the meeting) from Strategic Thinking."**
(Motion by John Warner, seconded by Betsy Black; approved unanimously with 2 abstentions).
- **BOARD VOTE: Change the word "supported" to "explored" in line 8 of Strategic Thinking.**
(Motion by John Warner, seconded by Betsy Black; approved unanimously with 2 abstentions).
- **BOARD VOTE: Change the 9th sentence in B6 Communication to instead read: "The Board and General Manager had a discussion about keeping everyone informed when the Co-op is in the news."**
(Motion by Steve Hengen, seconded by Sarah DiSano Roy; approved unanimously with 3 abstentions).
- **BOARD VOTE: Accept the January 19th 2011 minutes as amended.**
(Motion by John Warner, seconded by Steve Hengen; approved unanimously with 2 abstentions).

FEBRUARY 16th, 2011 MINUTES APPROVAL

- **BOARD VOTE: Remove "Board Member clarity and rules are needed for addressing an aggrieved Member Owner."**
(Motion by John Warner, seconded by Andy Duncan; approved unanimously with 1 abstention).
- **BOARD VOTE: Accept the February 16th 2011 minutes as amended.**
(Motion by John Warner, seconded by Sarah DiSano Roy; approved unanimously with 1 abstention).

MARCH 9th, 2011 MINUTES APPROVAL

➤ **BOARD VOTE: Accept the March 9th 2011 minutes as amended.**

(Motion by Steve Hengen, seconded by Gail Fayre; approved unanimously with 1 abstention).

STRATEGIC THINKING

Larry Pletcher of the Vegetable Ranch presented a proposal for a hoop house collaboration with the Co-op, spearheaded by Shane Smith. The house would produce local and fresh vegetables throughout the summer and more importantly, winter for the Co-op. The 30' by 96' tunnel would grow spinach, lettuce, salad mixes and bok choy for the winter with eggplants and peppers possibilities for the summer. The Co-op would provide the materials and the Vegetable Ranch the labor and crops. Site work would be completed April, construction by June, soil testing by July and planting and production by August. The Co-op would be a priority for the Vegetable Ranch year-round, and the education, demonstration and outreach possibilities are endless. Chris Licata requested a hard copy summary of the request and noted that a list of criteria for future collaborations should be developed. While these decisions are ultimately the General Managers, there is a communication component to the Member-Owners. Mr. Pletcher is prepared with pictures for the "Meet Your Farmer" event and the hoop house will be featured in a newsletter article. The cost is roughly \$16,500 (out of a \$48,000 budget for projects). The hoop house will be owned by the Co-op and the land by Larry Pletcher. Gail Fayre noted Member-Owners would like to see a return on their investment through lower pricing, and Lloyd Pickering passed around a sheet of local products and stated that not only do Member-Owners want local, but the hoop house would give the Co-op a clear advantage by offering local Jan-March when not much local produce is available.

➤ **BOARD VOTE: The Board endorses the spirit of the proposal and reallocates funds currently approved of in the capital budget by the Board.**

(Motion by Betsy Black, seconded by Andy Duncan; approved unanimously).

POLICY GOVERNANCE B4 FINANCIAL CONDITION

➤ **BOARD VOTE: Accept the B4 Financial Condition report as submitted on February 16, 2011.**

(Motion by John Warner, seconded by Betsy Black; approved unanimously).

NFCA MEETING

Betsy Black and Nancy Girard attended the meeting of the Neighboring Food Co-op Association whose mission is to leverage the power of food co-ops by working together. Red Tomatoes Distributors presented about getting local foods into bigger markets. The meeting will come to Concord in May.

NEWSLETTER UPDATE

Betsy Black has submitted an article for May, and Nancy Girard for June. Gail Fayre will produce the July article on Member Linkage.

BOARD POLICY GOVERNANCE D6 BOARD COMMITTEE PRINCIPLES

Betsy Black noted to add to calendars that Committees are to be reappointed by the Board each November. Active Committees include Finance and Nominating, with Betsy Black and Gail Fayre commended for their work in forming and facilitating an active Member Linkage Committee. Member-Owners currently sit on each Committee, with the exception of Nominating.

➤ **BOARD VOTE: D6 Board Committee Principles is in compliance as discussed and moving the the right direction with a grade of B+/A-.**

(Motion by Nancy Girard, seconded by Steve Hengen; approved unanimously with 1 abstention).

UPCOMING EVENTS

Spring Into Healthy Living, April 16, 2011

Board Members are encouraged to attend the 10am-2pm event and interview Member-Owners for feedback.

Informational Member Meeting

Wednesday, March 30th a Member-Owner Informational meeting on the potential expansion will occur at the Red River Theatre's Community Room. The meeting will be informational only, with no financials presented. The Board and staff will give a brief presentation with plenty of time allotted for Member-Owner feedback. The event is a show of good faith by the Board and to counter the misconception that that the decision to expand has already been made. An agenda for the meeting is needed.

POLICY GOVERNANCE B10 ENVIRONMENT

Andy Duncan will work with Paula Harris to develop a template on hard data (energy consumption, etc.) to be included in the report next year.

➤ **BOARD VOTE: Accept Policy Governance B10 Environment as submitted.**

(Motion by Sarah DiSano Roy, seconded by Chris Licata; approved unanimously with 1 abstention).

NOMINATING COMMITTEE REPORT

Betsy Black reported that the Committee will meet again in early April, and is focusing on draft D Policies pertaining to elections and the function of the Nominating Committee. Weeksville Co-op was cited as having an exemplary process for nomination and election. The Annual Meeting has been set for Sunday, October 23rd, 2011. The Nominating Committee is also working on a calendar of significant dates.

MEMBER LINKAGE COMMITTEE

Gail Fayre submitted February minutes and reported that five sub-committees of the member Linkage Committee have been formed, including:

- Print
- Board Directed Activities
- Web
- In-Store Activities, and
- Informal Gatherings

It was determined at the March 14th meeting that each member present on the Committee would have a vote on the Committee's decision making. Gail Fayre outlined and will send a report to the Board on ideas generated for the betterment of the Co-op from the Committee. While many of these ideas will be taken up at a later date, Gail Fayre felt that it was important that the Board adopt at least one idea to support the Committee.

➤ **BOARD VOTE: Institute a Board Member Coffee Hour for Member-Owners to get face time with a Board Member in the store.**

(Motion by John Warner, seconded by Steve Hengen; approved unanimously with 1 abstention).

A schedule will be coordinated with the General Manager. Andy Duncan also suggested bagging groceries for Member-Owners as a way to connect.

GENERAL MANAGER'S REPORT

Paula Harris and the Co-op staff we commended for their outstanding performance at the Heart of the Grape event in Concord. Chef Mike Cook will be on WMUR's Cook's Corner on March 24th!

Mr. Bruce Parrish and the Co-op staff leave the room in preparation for Executive session.

BOARD VOTE: Enter Executive Session at 8:27pm.

➤ *(Motion by Nancy Girard, seconded by John Warner; approved unanimously).*

BOARD VOTE: Exit Executive Session at 8:57pm.

➤ *(Motion by Betsy Black, seconded by Sarah DiSano Roy; approved unanimously).*

MEMBER OWNER PRESENTATION

Co-op staff and Mr. Bruce Parrish are again present. A letter from the Board to Mr. Parrish is read by President Nancy Girard. Mr. Parrish made a statement which addressed concerns he had over the Co-op Board, which he distributed with copies of an e-mail exchange. Mr. Parrish left the meeting at 9:05pm.

BOARD VOTE: We believe the Board President has dealt in this matter with a high amount of integrity, professionalism and skill, and we fully support her in the role she has played and is playing in this matter.

➤ *(Motion by John Warner, seconded by Andy Duncan, amended by Gail Fayre; approved unanimously with Chris Licata abstaining due to missing three critical months of meetings).*

Andy Duncan mentioned that a less stilted communication process is desirable. Communication could be facilitated through the Member Linkage Committee. Sarah DiSano Roy left the meeting at 9:10pm.

BOARD VOTE: Enter Executive Session at 9:11pm.

➤ *(Motion by Gail Fayre, seconded by Betsy Black; approved unanimously).*

BOARD VOTE: Exit Executive Session at ____pm.

➤ (Motion by _____, seconded by _____; approved unanimously).

ADJOURNMENT

➤ **BOARD VOTE: Adjourn the meeting.**

(Motion by _____, seconded by _____; approved unanimously).

No meeting evaluation was distributed. The meeting adjourned at _____ pm. The next meeting is scheduled for Wednesday, April 20th, 2011 (date subject to change).