



# CONCORD FOOD COOPERATIVE

## BOARD OF DIRECTORS

### BOARD MEETING MINUTES

**Wednesday, March 9, 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 6:02 PM. A quorum was present.

**Attending:** Nancy Girard, Steve Hengen, Marcia Thunberg, Betsy Black, and Gail Fayre, Staff: Peter Deleault (Finance Manager), and Melanie Waldvogel (Board Administrator).

### **PREVIOUS MINUTES**

The Board determined that Marcia Thunberg's version of the January 2011 minutes will be brought forward to be voted in at the March 16<sup>th</sup> Board meeting. Any edits to those minutes will be made during the public meeting. Gail Fayre felt that statements expressed ought to be attributed to those who made the statements, instead of attributed to the Board. Marcia Thunberg provided copies of the January minutes to Melanie Waldvogel to include in the packets.

### **MEMBER-OWNER RELATIONS**

Marcia Thunberg was commended by the Board for her comprehensive and transparent PDF response to Member-Owner Bruce Parrish concerning the June 1, 2010 candidate deadline, which contained e-mail records pertaining to the 2010 election as requested.

Board Members felt that a meeting outside of a Board meeting and outside of the Member Linkage Committee would be beneficial to both parties. Mr. Parrish's issues are with the store, the staff, and the election process. Betsy Black cautioned that the Board represents 5,000 Member-Owners and it would be difficult for the Board to spend significant time addressing every Member-Owner with an issue with the Co-op. Mr. Parrish was given a 10-minute slot at the March 16<sup>th</sup> Board meeting to address the Board.

The Board has not yet apologized as stated at the February meeting. Nancy Girard commented that she has responded to the information request. While it would be prudent to diminish negative feelings verbally, legal counsel may need to be consulted for the Board's liabilities regarding the following:

1. Did the Board respond to Mr. Parrish's inquiry in an appropriate manners, and
2. What is the risk related to this (statute 293-A)?

Attorney Jeffrey Zellers of Ransmeier & Spellman has counseled the Board previously in regards to the by-laws. Betsy Black noted that it is morally important to work cooperatively on this matter. While it is the role of Member Linkage to work cooperatively, Gail Fayre stated that the issue is worth Board time if there is liability, and a letter or dialogue for resolution needs to occur. The Board determined that Mr. Parrish deserved a timely response, and would address him after he has addressed the Board on the 16<sup>th</sup>. The focus would be on how the Board and Co-op appreciate his bringing these matters to the Board's attention, and how the election process has been evaluated and is being changed as a result of his comments. The Board would then let Mr. Parrish know that no evidence of vote tampering was found and apologize for any delay in receiving the information he requested. Board members felt that it was important to resolve this issue by next meeting.

### **MEMBER-OWNER INFORMATION MEETING**

A meeting for Member-Owners is planned for **Wednesday, March 30<sup>th</sup> at 6:00pm** to update the membership on the potential expansion, with a staff presentation and plenty of time for Member-Owner input. Peter DeLeault will check around for a location tomorrow.

### **NOMINATING COMMITTEE**

*Handout: Board article and Draft Process For Running for the Board*

Betsy Black read the draft process for running for the Board developed by the Nominating Committee. Any candidate that attends orientation as outlined or has their petition to run agreed upon by 25 Member-Owners

will be on the ballot. Betsy Black met with Paula Harris and Peter DeLeault concerning the dates for the process. All potential candidates will need to apply by July 1<sup>st</sup>. The process will not need to be completed by incumbent Board members, and “except for incumbents” will be added to the language of the document. The Nominating Committee will maintain the candidate list. Consistency and compliance with this policy is key.

- **BOARD VOTE: The Board is comfortable with the Board candidate process as outlined and approves.**

(Motion by Betsy Black, seconded by Gail Fayre; approved with 1 abstention).

#### **ADJOURNMENT**

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

(Motion by Nancy Girard, seconded by Gail Fayre; approved unanimously).

Previous minutes, as well as B4 and the Financials will be covered at the March 16<sup>th</sup> meeting.

The meeting adjourned at 6:58 pm. The next meeting is scheduled for Wednesday, March 16, 2011.