



Board Meeting Agenda & Minutes, February 28, 2017, 3:30-5pm, The Commons

5m Review Agenda - Approved
 1-30-17 Minutes - Approved

Time Keeper: Zizi **Absent:** Rick J **Present:** Emmy Andersson, Lisa Moore, Ashley Roberts, Rachel McGarry, Becky Cheston, Zizi Vlaun, Peter Kreiner, Corey Dilts, Andrea AskenDunn

15m **Monitoring the General Manager**

MP 2: Customer Service - Need more employees. Had minor complaints about customer service. After analyzing, it's due to stress, being understaffed, working in the back. Hope to hire part time soon again for front end. Do we need more payroll or more volunteers? Can we get a schedule of volunteers from membership to be in store on heaviest times? Can Hearth Tenders be greeters in the store? Teachable moment is when customers come in the door.

TO DO: BOD to get familiar with volunteer discounts (see below, see on bulletin board by office and on website: <http://faresharecoop.org/become-an-owner.html>), and peak hours. (All BOD)

Number of Hours per Month	Preorder Markup	Discounts on In-Store Purchases
Working Owner Level 1 2 h/month -single person household 4 hours/month -two (adult) person household	15% markup on preorders (over wholesale cost)	2.5% discount on special orders and in-store purchases (based on member pricing)
Working Owner Level 2 5 h/month -single person household 10 hours/month -two (adult) person household	10% markup on preorders (over wholesale cost)	5% discount on special orders and in-store purchases (based on member pricing)
Working Owner Level 3 10 h/month -single person household 20 hours/month -two (adult) person household	5% markup on preorders (over wholesale cost)	10% discount on special orders and in-store purchases (based on member pricing)

DECISION: BOD to find person or committee to put program together, maybe with Hearth Tenders and Member Engagement Committee (Mary Ann). (Lisa)

TO DO: Emmy to get BOD peak hours on each day. (Emmy)

MP 5: Monthly Financial Condition and Activities (monthly)

Out of compliance: We are out of compliance with MP5 internal/external audit (BOD responsibility)

In Compliance: Net income higher than we budgeted for in January. Income exceeded expenses. With needing to do an audit in February (internal or external)

Discussion about Member Dues: Too much signage, easy to ignore. (Zizi & Emmy are working with CDS to focus message in store)

DECISION: Extend 1 more month of getting member dues renewed

TO DO: Emmy send Zizi list of people who haven't renewed and send an email to them. (Emmy and then Zizi)

MP 9: Communication and Support to the Board (monthly) In Compliance

DECISION: Create Basement Task Force: Emmy, Peter, Zizi, Corey (Zizi will send a Doodle)

TO DO: Review letter to tenants

5m **PG Training Complete:** thank you, everyone. Ongoing.

NOTE: BYLAWS were revised. New version on website and hard copies here.

TO DO: Zizi to put new ByLaws on website (Zizi)

TO DO: Zizi to put personal manual on website (Zizi... Emmy, where is it?)

TO DO: Personnel Manual: is everyone familiar with it? (All BOD)

5m Current BOD list with officers designated **DONE**

15m Upcoming Spring Membership Meeting on April 8th: see drafted Agenda on back. All BOD members are expected to attend these meetings. VOTING will open on Wednesday, March 1 and run through the meeting March 12. We need about ___ member households to vote to reach a quorum. Members can vote in one of three ways: in person at meeting; at store by paper; by email. Will use voting in new BOD mems to test online voting system, in store voting, etc.

TO DO: Begin voting process on March 1 (Zizi & Lisa)

Discussion of incentive option for 2017.

40m Exploration and Discussion of ENDS policies: Peter (1), Becky (2), Andrea (3), and Rachel (4)

DRAFT: OUR VISION is a cooperative, welcoming, sustainable and resilient food hub that educates and serves a diverse local community.

ENDS 1: Products

- Peter's questions: Oxford Hills Community - what do we mean by Oxford Hills Community. Geographical only? What about online community? Can we sell through website?
- Local and organic - how do we reach out to local producers. How do we determine what is organic? How do we understand what a "Healthy" product is? What is affordable?
- What is the community that we're trying to serve?
- Can we expand online community? Sales and specials go out? Is it on website?
- Does website ask for suggestions? Is our online community being served?
- How can we improve it?
- How do we come up in search engines?
- We're serving our mems and people who know about us, but not the larger community.
- Online shopping cart?
- Like us to be more of a force in the local community, affordable. (MHB)
- What are the needs of the community. - ugly fruit drive, do things that show that we are aware of the communities needs. Otherwise we're just a store.
- Delivery service?
- Interview farmers, stories on them, banners, at Foothills Food Festival on August 12th give talk about what they're doing. Partner with MOFGA and MFT to highlight farmers.
- Access - not just physical or financial, but also how to use it, cook it and sustain yourself, not prepackaged.
- Food hub and indoor gardening. Urban garden.

ENDS 2: Cooperative business & Sustainability

What is people's definition of sustainability?

When you're in a place where you can continue indefinitely. Sustainability isn't just a question of just making more money. The more we are growing in every way, education, involvement, reach. The more were doing that, the more sustainable we are.

2 Dimensions: create enough resources that you create enough resources, but also that you become highly

adaptive. Can pick up on changes in the environment and adapt and bend as needed.
Do sub-ends define sustainability? If no one can see it, know it, then we're not succeeding.

ENDS 3: Educational Center

- Read Becky's article that she sent
- Read The Bollard
- We're seen as exclusive.
- Wellness - Nutrition - Sustainability
- Nutrition - Agriculture - Alternative Technology
- Need to affiliate more with other orgs in area: HOH, CC, Stephens, COC, ADCG, CEBE

What does wellness mean to us and how are we educating our membership and community... nutrition... sustainability...

Smoking cessation package of products, herbs in cooking, etc.

Food is medicine.

More cross-pollinating and cross-marketing between CEBE/ FSC, CEBE/ADCG

Scope - we can refer people.

Can we create new knowledge?

We can do a better job of partnering and referring to other orgs.

ENDS 4: Cultural Center

- First impression was bringing ethnic cuisines
- Rachel said that Kris said diversity of food, agriculture, sustainability
- We have a lot of range in bulk and spices
- Much of what people buy through internet, drive down to Portland to get special at Wholefoods... these are actually all things we have here. Things that you wouldn't expect to find in rural Maine.
- Co-op needs to cross advertise with farmers' market
- Support the cultural activities.

END's Coach: Becky will be helping keep Ends on the agenda and in our minds.

Other business (These will remain on our agendas until we resolve.)

- Belvedere Historic Preservation Grant
- Debrief/report on Holiday Dinner and Wreath Sales (Zizi)
- perks from Solar Campaign: follow up (Zizi and Becky?)
- Member Engagement Committee (Mary Ann) Can we state a purpose or goal?
- Set date for Fall Retreat (September?)

Agenda topics for MARCH 28: Rick will report on BP3. Zizi will report on BP2.

Link to PG Register: http://faresharecoop.org/assets/fsc_pg_register_current.pdf

Can we review the Calendar for the year?

Please use bod@faresharecoop.org for all BOD email. Include emmy@faresharecoop.org on anything that she should see.

cdsconsulting.coop ~ ica.org ~ strongertogether.coop ~ ncg.coop ~

POLICY TYPE:	BOARD PROCESS
POLICY TITLE:	BP 2: GOVERNING STYLE
ADOPTED:	April 2, 2003
LAST REVISED:	March 2015
Monitoring Report:	Internal: Board Member, Annually

BP 2: Governing Style

The Board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and General Manager roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

BP 2.1: The Board will cultivate a sense of group responsibility. The Board, not the General Manager or staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff, General Manager, or staff initiatives. The Board will use the expertise of individual members to enhance the ability of the Board rather than to substitute individual judgments for the Board's values.

BP 2.2: The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.

BP 2.3: The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.

BP 2.4: The Board will monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Board Process and Board-MP linkage categories.

This policy will be monitored annually by internal report of a Board member to the Board.

Monitoring may include and is not limited to:

- 2.1 What policies have been initiated by the Board in the last year?
- 2.1 When has the Board acted merely in reaction to staff?
- 2.1 What expertise and diversity does each Board member offer?
- 2.2 What are the values most important to the Board?
- 2.2 How has the Board focused on intended long-term effects?
- 2.3 How well has the Board attended to excellence in matters of attendance, preparation, policy making?
- 2.4 Has the Board practiced self-monitoring of process and performance at all meetings?

POLICY TYPE:	BOARD PROCESS
POLICY TITLE:	BP 3: BOARD JOB DESCRIPTION
ADOPTED:	April 2, 2003
LAST REVISED:	March 2015
Monitoring Report:	Internal: Board Member, Annually

BP 3: Board Job Description

The job of the Board is to represent Fare Share Co-op members in determining and demanding appropriate organizational performance. Board members will serve as unpaid volunteers who are expected to commit a significant amount of time per month to Board activities, which include:

- 1) Preparation for and attendance at monthly and special Board meetings.
- 2) Participation in various working groups and committees.
- 3) Participation in the planning and conduct of the Spring and Fall Membership Meetings.
- 4) Participation in fundraising events.

BP 3.1: The Board is the link between the organization and the member/owners.

BP 3.2: The Board will use written governing policies in these categories:

- a) **Ends policies:** Organizational products, effects, benefits, outcomes, recipients and their cost or relative worth (what goods for which recipient at what cost.)
- b) **Management Policies (MPs)** establish the requirements for General Manager activity and decisions.
- c) **Board Process Policies (BPs)** specify how the Board conceives, carries out and monitors its own tasks.
- d) **Board-General Manager Linkage (B-GM)** policies describe how power and authority is delegated and its use monitored.

BP 3.3: The Board will produce assurance of General Manager performance against Ends and Management Policies.

BP 3.4: The Board will invest in its ability to govern well.

- a) New Board members will be oriented to Policy Governance.
- b) The Board will review Ends policies annually.
- c) Existing Board members will engage in ongoing development to maintain and increase their governance skills and understanding.
- d) Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance (e.g., fiscal audit).
- e) Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.

BP 3.5: Annual Agenda Planning

- a) The cycle will conclude each year on the last day of December so that planning and budgeting can be based on accomplishing the Ends.
- b) The cycle will start with the Board's development of its agenda for the next year.

- c) Consultation with selected groups in the membership, or other methods of gaining membership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
- d) Governance education related to Ends determination will be arranged in the first quarter, to be held during the balance of the year.
- e) Throughout the year, the Board will attend to consensual decisions as expeditiously as possible
- f) General Manager performance monitoring will be included on the Agenda if monitoring reports show policy noncompliance or if policy criteria are to be debated.
- g) General Manager compensation will be decided after a review of monitoring reports received in the last year during the month of February.

This policy will be monitored annually by internal report of a Board member to the Board.

Monitoring may include and is not limited to:

3.1 What is the evidence that there is a link between the organization and the member/owners? How can we strengthen that link?

3.2 Has the Board used policies to govern? Has it made any decision outside of the policies? If so, does that need a policy or should that decision not have been made?

3.3 What is the evidence that the Board has monitored GM performance against Ends and MPs? Where there has been non-compliance, how did the Board take steps to correct the problem and monitor again?

3.4 When did the Board review its Ends policies?

3.4 How has the Board participated in educational opportunities?

3.5 Is the monitoring schedule effective? i.e. Were policies monitored consistently and on time? Speak to any details in a–g with which we are not in compliance.