

Minutes, New Leaf Market Board of Directors Meeting, Feb 22, 2010
New Leaf Market Meeting Room, 1235 Apalachee Pkwy, Tallahassee, FL 32301

SUMMARY

Meeting Decisions/Assignments

- The board approved minutes from January 25, 2010 with no corrections.
- Sales are up 8% over last January. We had 65 new owners in February
- The board approved Larrane's report: **IV-G GM Succession**
- Larrane will send out the GM Compensation Criteria for approval when it is finalized.
- Joshua will forward the report from Phil and Malini's meeting to BOD members for review
- Joshua and Jim have a teleconference with Thane on the 2nd Wednesday of each month at 3:00. Any interested BOD members are welcome to attend, or dial-in
- Joshua will re-do the committee list.
- April 14 and 21st. Candidate forum
- Please let Dave know if you would like him to contact any of the people on the list of possible board candidates.
- Committee chairs will think about activities that need money allotted to them in the budget. Please send this information to Jeannette in the next couple of weeks. Jeannette will get more information regarding the cost of each of the 3 different types of audits.
- Madelon will review her notes on the webinar she watched and report on legal duties of the board. Josh and Jim will ask Thane for more information as well.

New Leaf Market Meeting Room, 1235 Apalachee Pkwy, Tallahassee, FL 32301

Call to Order: @6:34 by Martha Weinstein, BOD Facilitator

Present: Joshua Youngblood, President; Jim Terrell, Vice President; Chuck Hungerford, Director; Maria Cobian, Director; June Wiaz, Director; Madelon Horwich, Director; Jennifer Agabiti-Hall, Director; Dave Watson, Director; Larrane Hartridge, General Manager; Jeannette Reed, Director; Martha Weinstein, BOD Facilitator; Ashley Arrington, Recording Secretary.

Absent: None

Introductions: All in attendance gave brief introductions.

Owners Forum: None

Agenda Review:

- Add in discussion– board box update
- Move board budget to last item in discussions.

Minutes Approval: The board approved minutes from January 25, 2010 with no corrections.

President's Report: See Attachment

- We have been very active as a board. We have been working hard on the board budget, and the policy manual. I am very proud of this board!
- I had a meeting with Malini Ram and talked about the work she has been doing with local producers. Management has already met with her as well.
- Maria – Are you going to talk more about this later?
 - Joshua - Yes, I have a report to share

General Manager Report – Larrane

- Sales are up 8% over last January. We had 65 new owners in February
- The NCB loan has been paid off. We saved \$114,000 in interest!
- The President of NCB called to thank us for our business.
- The presentation in Tucson, AZ went very well. The farm tour was well received and has created interested among other co-ops to do a farm tour of their own.

Board Decisions:

- **Board Policy Governance Reports:**
 - None
- **GM Policy Governance Reports**
 - **IV-G GM Succession - Larrane**
 - Larrane sent the report to all BOD members via email.
 - Larrane Hartridge's Report dated February 22, 2010 asserted 'in compliance'.
 - *Approved*

Board Discussions:

- **GM Compensation Criteria - Joshua**
 - The proposal needed to be redrafted and presented to Larrane. Larrane is still working on the salary data to include in the criteria.
 - Joshua passed around the new proposal, which may need further editing.
 - When it is finalized we will send it out for approval
- **Local Producers' Coop**
 - Joshua met with Malini and they discussed everything there is to say about co-ops. She is working on creating a producers co-op. Her plan is to have something done within a year.
 - Malini commented on how impressed she was by NLM's farm tour. Every farmer she spoke to knew about the tour and loved how successful it was.
 - She has met with Phil and he produced a great report on their progress.
 - Joshua will forward the report to BOD member to review
- **Retreat and Report Discussion**
 - Joshua sent the retreat report to all BOD members via email.
 - Joshua and Jim have a teleconference with Thane on the 2nd Wednesday of each month at 3:00. Any interested BOD members are welcome to attend, or dial-in. Ask Joshua for more information.
 - Joshua will re-do the committee list.
- **Board Recruitment**
 - April 14 and 21st. Candidate forum
 - There are three seats opening on the BOD this year – June, Jim, and Jennifer. These board members will most likely re-run for their seat.
 - Dave passed out a list of persons who might be interested in running for a seat on the board. These are people who have mentioned running, or who have run in the past.
 - Please let Dave know if you would like him to contact any of the people on the list.
 - Chuck – add Denise Tansey.
 - Dave is interested in any new ideas that board members have about recruitment, candidacy, or elections
 - Chuck – The forum is a great way for board candidates to meet board members but they don't really get to meet members. Candidates could take turn bagging groceries at the store so they could get exposure and meet some member owners.
- **Board Box Update**
 - We have had several emails that I have responded to.
 - Someone stopped by to shop at the store and was overwhelmed by how awesome the store was. They wanted us to open a store in South Florida. Chuck told them that NLM was a local co-op and then passed them to Larrane to get information on possibly starting their own food co-op in their town.
- **Board Budget**
 - A review was sent out by the budget committee
 - Larrane suggested leaving the newsletter and membership off of the board budget and let it fall to the store.
 - Jeannette – What about training? Do you think we have budgeted appropriately for trainings?

- CCMA is in Bloomington in June.
 - Chuck suggested that Joshua go and whomever else would like to go. Chuck suggested the board budget for 3 or 4 people to attend CCMA.
 - June thinks that 2 are fine and 3 or 4 may be overkill.
 - Jim – if it were closer we could drive and send more people. Being so far, 2 people are probably enough.
- Scholarships
 - Jeannette – I noticed that there was \$3000 on the budget for scholarships this year. Last year it was only \$2000
 - Larrane – I always pad that item just in case. One year we had 2 winners for one of the scholarships.
- Admin & Legal Fees
 - Jeannette believes we need to have an audit because it has been 12 years.
 - Larrane – It would be a waste of money to have an audit at this time. The co-op is doing so well it would be unnecessary.
 - The board weighs in:
 - Madelon – There are 3 types of audits that boards do. \$12000 could be very expensive since we are doing so well. I don't believe that an audit is urgent. I would like more information on the different types of audits that are available and the cost associated with them.
 - Jim – After talking with our accountant I don't think we need an audit at this time.
 - Maria – Can we wait until next year? Or after we complete the survey? With this economy, doing an audit may make the membership feel more comfortable.
 - Jeannette – we are accountable to the owners and we have a responsibility. I believe we should do an audit.
 - Dave – we have to be accountable, but how much time would this take from the staff. I would like to have a cost/benefit analysis.
 - Jennifer – I am leaning toward 'No'
 - June – Are there benefits? Would there be cost saving results, or is it just for information?
 - Chuck – it is a mark of accomplishment, but we don't have a reason for doing an audit at this time because of constant review. .
 - Joshua – we already have a lot of help and monitoring. It would look at things we have already looked at. I would like more information.
 - Jeannette will get more information regarding:
 - Cost of 3 different types of audits.
 - Madelon – I do feel like we should do something. I will see if I can find any guidelines. I will review my notes on the webinar I watched and reported on regarding legal duties of the board.
 - Chuck – are there any expenses for the budget that committees need to add?

- Committee chairs will think about activities that need money allotted to them in the budget.
 - Please get this information to Jeannette in the next couple of weeks.

Upcoming/Current Issues:

- **Construction has begun on a Publix Greenwise store in Killearn.**
 - **Larrane – it is not actually a Greenwise store, it is just a really nice Publix with more Greenwise products.**

Review Meeting Decisions/Assignments:

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- Madelon will see if she can find any guidelines on audits.

Calendar/Monitoring Schedule:

- **II-I Compensation and Workload - June**

March 22, 2010 Agenda Items:

- **Proposal of Policy Revision – Madelon and Jim**
- **Proposed Board Budget – Jeannette**
- **Linkage discussion**

Meeting Evaluation: All participants were given an opportunity to evaluate the meeting.

Adjournment: Meeting was adjourned at 7:45pm

Closed Session

Respectfully Submitted,

Ashley Arrington, Recording Secretary

Approved by Board of Directors on _____ as witnessed by,

Joshua Youngblood, President

Madelon Horwich, Corporate Secretary