

Minutes, New Leaf Market Board of Directors Meeting, April 26, 2010

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

SUMMARY

Meeting Decisions/Assignments

- The board approved minutes from March 22, 2010 with no corrections.
- Finance training – Tuesday May 3, or Wed May 5 not past 6pm.
- Sales were up 11% over last March, and there were 59 new owners.
- The following reports were approved:
 - **II-C Code of Conduct**
 - **IV-C Financial Conditions and Activities**
- The Board Budget was approved
- Newsletter submissions are due by June 1st.
- Dave and Chuck will canvass the board through email in order to nominate board candidates.
- 2 people can attend the CCMA conference on June 10-12.
 - June will let Larrane know ASAP.
- Annual Meeting - Goodwood Museum and Gardens - Sunday, August 15th 2010
 - Lunch at noon, meeting at 1:30.
 - Annual Meeting Planning Committee.
 - Joshua, Heidi, Jeannette, Maria.

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Call to Order: @ 6:35 pm by Heidi Fox, BOD Facilitator

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

Absent: None

Introductions: All in attendance gave brief introductions.

Owners Forum: None

- Sean Farber, the Store Manager from Sevananda Co-op in Atlanta, GA, came to observe the board meeting

Agenda Review:

- Move PG Manual Revision to the last spot in discussion items.

Minutes Approval: The board approved minutes from March 22, 2010 with no corrections.

President's Report: See Attachment

- Thane is impressed by our approach to our PG Manual. Joshua is grateful to have people on the board who will tackle the PG Manual project.
- Joshua appreciates all the work that went into the board budget.
- Joshua sent out a document that came out of his meeting. What are co-ops supposed to do during this economic time? Are they supposed to be successful businesses, are they suppose to stay in the communities in which they originated?
 - Jim – Steve cook wrote a beautiful reply to that letter.
 - Chuck appreciates the thought.

General Manager Report – Larrane

- We had a visit from the president of the East Coast UNFI.
- Visit from Sean Farber store manager of Sevananda (Sean Farber)
- Finance training – Tuesday May 3, or Wed May 5 not past 6pm.
 - Call him and let him know what will work
- 11% over last March, 59 new owners.

Board Decisions:

- **Board Policy Governance Reports:**
 - **II-C Code of Conduct – Madelon**
 - Madelon sent out this report to all BOD members via email.
 - Madelon Horwich's report dated April 26, 2010 asserted 'in compliance'.

- Joshua – I could not find June’s code of conduct, although he remembers her signing one. He will either find it, or have her sign a new one.
 - *Approved.*
- **GM Policy Governance Reports**
 - **IV-C Financial Conditions and Activities**
 - Larrane sent the report to all BOD members via email.
 - Larrane Hartridge’s report dated April 26, 2010 asserted ‘in compliance’
 - *Approved*
- **Board Budget Approval**
 - Jeannette – clarification – we have pieces in place internally for checks and balances, and the audit we were talking about would be external.
 - *Approved*

Board Discussions:

- **Linkage Committee Report – Joshua**
 - The linkage committee has met twice. The linkage committee has 3 sub committees:
 - Future ends
 - Community Outreach
 - communications
 - We were able to talk about some possible research projects, and articles for the newsletter and even the Democrat and other such venues.
 - Some possible article ideas were: eating healthy, co-ops over time, new leaf as a source for family health and beauty.
 - Chuck - did you talk about any activities other than articles?
 - Not yet.
 - Newsletter submissions are due by June 1st.
- **Board Recruitment – Dave**
 - Dave has 3 Declarations of Candidacy.
 - How do we want to stage the nomination process? We want this process supported by the board.
 - Should we phone canvas, or maybe just let chuck and I decide.
 - Dave suggested canvassing the board through email.
 - Madelon – what do we need to consider in order to nominate someone to run for the board?
 - Dave and Chuck will determine if they are ‘members in good standing’ and outline all the pros and cons of each candidate.
 - *Approved.*
- **Board representation at CCMA – Joshua**
 - Joshua would like for 2 people to attend the conference on June 10-12.
 - June would like to go, but needs to check her schedule.
- **Annual Meeting – Joshua**
 - We booked Goodwood for Sunday, August 15th 2010
 - Lunch at noon, meeting at 1:30.
 - We will get the Irish band that played last year.
 - The staff/board party will follow the meeting.

- We need to establish an Annual Meeting Planning Committee.
 - Joshua, Heidi, Jeannette, Maria.
- **PG Manual Revision – Madelon and Jim**
 - Page 15: D – we did not prefer the CBLD recommendation.
 - 2a and 2c – her/him are unnecessary.
 - Page 17 and 18: F – delete the 2nd sentence
 - Pg 17 – what does ‘wholeness of the board mean’ – should we delete the sentence.
 - F3 – replace with CBLD responsibilities.
 - Meetings – The policy will be made more concise Jeannette when it is monitored.
 - Madelon will make the rest of the editing changes.
 - Development/Board Continuation will be during monitoring (Chuck will monitor this policy. Only editing changes will be made for now.
 - Annual Planning – no changes recommended. Some small editing changes.
 - Owner communication – Jennifer will monitor the policy in Sept. and recommend that it be moved to IIA.
 - Included in Appendix:
 - Monitoring Decision Tree
 - Consensus Packet
 - Organizational Chart
 - Annual Board Evaluation (self evaluation)
 - Policy 3 will be discussed at the next meeting.

Upcoming/Current Issues:

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Review Meeting Decisions/Assignments:

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Calendar/Monitoring Schedule:

- **June 7, 2010 – May Meeting**

June 7, 2010 Agenda Items:

- **III-E GM Performance Evaluation – Jim**
- **II-J Annual Planning – Maria**
- **Annual Meeting**
- **Policy Governance**
- **Performance Evaluation Chart**

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

Adjournment: Meeting was adjourned at 7:40pm.

Closed Session

Respectfully Submitted,

Ashley Arrington, Recording Secretary

Approved by Board of Directors on _____ as witnessed by,

Joshua Youngblood, President

Madelon Horwich, Corporate Secretary