

Minutes, New Leaf Market Board of Directors Meeting, August 3, 2010

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

SUMMARY

Meeting Decisions/Assignments

- The board approved minutes from June 28, 2010.
- Sales for June were up 8% from last year, and we had 63 new owners.
- New Leaf was asked to host Rising Star.
- The board *approved* having a full audit
- The board approved the following reports:
 - **II-D BOD Leadership Responsibilities**
 - **IV-D Planning and Budgeting**
 - **IV-C Financial Conditions and Activities**
 - **I-C Ends**
- The board approved a 30% Patronage Rebate. Owner sales generated \$140,000 this year.
- Board members should be thinking about agenda items for the retreat.
- Board candidates will bag groceries on August 14th.
- The recipient for the Bryce Buchanan scholarship is **Kendra Lay**.
- The recipient for the Matthew Tansey scholarship is **Eric Hopkins**.
- The last day of the election is August 30.
- Newsletter articles are due September 3.

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Call to Order: @ 6:31 pm by Martha Weinstein, BOD Facilitator

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

Absent: June Wiaz, Director

Introductions: All in attendance gave brief introductions.

Owners Forum: None

Agenda Review:

- **Add: decision:** Approve Patronage Rebate.

Minutes Approval: The board approved minutes from June 28, 2010 with no corrections.

President's Report: See Attachment

- I need to remind June that she will deliver financial information at the annual meeting. We need to make sure that meetings with management take place in order to prepare for the annual meeting presentations.
- Josh asked people to read over his piece on localism, and then it was published so he hoped everyone approved its contents. Joshua wanted to communicate the difference between a corporations and a co-op and talk about how we are preparing for Earth Fair.
- We can also produce articles or information for other forms of local media such as the Tallahassee Democrat
- Jeannette: I like the idea of communicating to our membership about what goes on in our meeting.

General Manager Report – Larrane

- Sales for June were up 8% from last year.
- We are working on a slide show for the meeting including the ends, photos, and other information.
- We had 63 new owners this month.
- We have been asked to host Rising Star. Most of our department managers have attended in the past. This will happen in January.
- Profit sharing checks will go out to staff next week. \$25,000 will be divided among the staff depending on how much they work. Larrane is not included.
- Larrane has been talking to several auditors, and received a couple proposals. These are full audits that take about a week. They cost around \$15,000. Larrane would like to go with a local company if possible. We could also choose a selective audit that would look at specific aspects of the store. These are cheaper,

- but if we are going to have an audit Larrane believes we should have the full audit.
- Jim: I don't believe we need an audit, but if we are going ahead, could we take money from legal to cover some of the cost?
 - The money would come from board budget, as well as other sources.
 - Chuck: when would the audit occur?
 - Maybe October/November
 - Jeannette: Does this include producing financial statements?
 - Yes. This will be a full audit as we have done in the past.
 - The auditors will also need a copy of all the BOD minutes for the last year.
 - Joshua: I would like to commend Larrane for considering an audit because I know it will be quite an undertaking.
 - The board *approved* having a full audit

Board Decisions:

- **Board Policy Governance Reports:**
 - **II-D BOD Leadership Responsibilities**
 - Jeannette sent the report to all BOD members via email.
 - Jeannette Reed's report dated August 3, 2010 asserted 'in compliance'
 - Jeannette requested that the board come up with a uniform header that we all use on reports.
 - Madelon agrees that we should choose a header format. If we all use the same header we won't forget to include important information on our reports
 - Maria: Where do we maintain records?
 - Some things are kept on computer. Older files are kept in an off-site storage facility. The Code of Conducts and the signed minutes are kept on site.
 - *Approved*
 - **II-E Committee Principles and Responsibilities**
 - This report is postponed until next month.
- **GM Policy Governance Reports**
 - **IV-D Planning and Budgeting**
 - Larrane sent the report to all BOD members via email.
 - Larrane Hartridge's report dated August 3, 2010 asserted 'in compliance'.
 - Larrane added the business plan and the marketing plan so that you can see what the goals are for the store.
 - Maria: The board budget includes \$3,000 for membership costs. What does that cover?
 - The Annual meeting, newsletter, and other membership materials.
 - *Approved*
 - **IV-C Financial Conditions and Activities**
 - Larrane sent the report to all BOD members via email.
 - Larrane Hartridge's report dated August 3, 2010 asserted 'in compliance'

- Dave appreciated the wealth of information included in the report. It makes us all better, well informed board members.
 - *Approved*
 - **I-C Ends**
 - Larrane sent the report to all BOD members via email.
 - Larrane Hartridge's report dated August 3, 2010 asserted 'in compliance'
 - Joshua appreciates the work that it takes to make this clear for us as board members.
 - Madelon: what is the Community Promo Return Comparison?
 - That item looks at how many of the coupons that are handed out, actually get used.
 - Chuck commended Larrane and the staff for finding ways to look at outcomes.
 - *Approved*
- **Patronage Rebate**
 - \$140,000 was generated by owners this year.
 - Larrane proposed that the owners receive 30% in patronage rebate. We are also paying back some owner loans.
 - *Approved*

Board Discussions:

- **Annual Meeting**
 - We need to approve the 2009 Annual Meeting Minutes at this year's annual meeting. We will post them with the Annual Meeting materials so that owners can read them before the meeting.
 - June will present financials which will also be projected. Ben will be there for back-up.
 - Larrane will do introductions and the first End. Ben will do the graph of what owners spend.
 - Denise will present the scholarship winners.
 - Dave will introduce the board candidates.
 - Madelon: Can I bring family to the staff party?
 - Yes, of course.
- **Board Retreat**
 - Everyone should be thinking about the retreat agenda.
 - We need to re-work the calendar, discuss an education agenda, and look carefully at the compensation package and bonus structure.
 - Bring possible topic for group research.
 - Larrane offered to have a pot-luck at her house on Friday evening before the retreat.
- **Election/Candidates**
 - Dave thanked everyone who attended the forums. We set our plans for grocery bagging which will occur on August 14th. Dave has aprons and buttons in his box.
 - The last day of the election is August 30. We have until September 3 to count the votes, and have an article ready for the newsletter.
- **Scholarship committee**

- Chuck and Denise Tansey proposed winners for both scholarships.
- We received 27 applications for the Matthew Tansey scholarship. The recipient will be:
 - **Kendra Lay.** Mom was acupuncturist and dad was chiropractor. She is planning on using the scholarship money for a school in Oregon for Acupuncture and Oriental Medicine
- We received 6 applicants for the Bryce Buchanan scholarship. The recipient will be:
 - **Eric Hopkins.** Percussion arts. He is attending FSU as an undergraduate.
- Denise will be writing a report about each of the recipients to be presented at the annual meeting.
- **Board In-Box**
 - Chuck did not check the board in-box this month. He will let the board know if there are urgent messages.

Upcoming/Current Issues:

- **Farm Tour**
- **Newsletter Articles due Sept 3**
- **Earth Fair**

Review Meeting Decisions/Assignments:

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Calendar/Monitoring Schedule:

- **IV-I Comm. And Support to Board**
- **II-E Committee Principles and Responsibilities**

August 30, 2010 Agenda Items:

- **Annual meeting review**
- **Board Retreat**
- **Owner Drive**

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

Adjournment: Meeting was adjourned at 8:01

Closed Session

Respectfully Submitted,

Ashley Arrington, Recording Secretary

Approved by Board of Directors on _____ as witnessed by,

Joshua Youngblood, President

Madelon Horwich, Corporate Secretary