

Onion River Co-op/City Market

Board of Directors Meeting
November 28, 2011

Board Attendance:

Susan Munkres, Board Member, President
Nancy Nesbitt, Board Member, Treasurer
Rachel Jolly, Board Member, Vice President
Maura Finn, Board Member
Julia Curry, Board Member
Wayne Warnken, Board Member
Kevin Duniho, Board Member
Molly O'Brien, Board Member, Secretary

Absent:

Patrick Brown, Board Member

Also in attendance:

Leila Cosgrove, Member Services Program Coordinator, Board Liaison
Michael Healy, Board Facilitator
Stephanie Ratté, Board Minute Taker
Clem Nilan, General Manager
Pat Burns, Operations Manager
Serrill Flash, member
Jairo Dechtiar, member
Justin Altman, member
Gallagher, Flynn & Company, LLP, auditors

Preliminaries

A quorum was established and the meeting started at 6:00. In the agenda, the column listing facilitators for each section was incorrect. Susan shared the correct assignments with the Board.

Review minutes

The October minutes were accepted with the following change: remove first item under future planning.

Open Member

Justin Altman, former Board member, is back from Utah, and is happy to be back shopping at City Market.

Jairo Dechtiar spoke to the Board about number of managers, 17% of workforce, within the staff of City Market. He feels there is excessive spending for management and he would like Board to have access to the salary and benefits of management. In the City Market staff structure there are managers that manage other managers, Jairo concludes that this layer of staff is out of Union and GM direct control, and as a result City Market is fertile for lawsuit. He is also concerned that the number of managers is not sustainable if sales decline. Jairo requests that the Board respond to the membership on this issue.

Board Work on Bylaws/Policy Revision

The Board reached consensus on the following changes to the Policy Register:

- Accepted Policy B13 revision 11/28/11 with minor formatting change and changing the wording to "at least four weeks before the end of the election period" in B13.1.2 and B13.1.8.
- Accepted Policy D6 revision 10/24/11 with title and formatting changes and removing the Bylaws references in parentheses.
- Accepted Policy D7 revision 11/28/11 with D7.2 changed to "The Board shall report periodically to the members on the cooperative's activities and decisions. At the annual membership meeting, the Board will review issues that vitally affect the cooperative, and will disseminate a statement of the cooperative values, and a report on its financial resources and how those resources have been translated into services."
- Accepted Policy D11 revision 10/24/11.

Molly will update the four policies in the Policy Register to reflect the Board's decisions.

Parking lot addition: shall vs. will in policies

Auditor Presentation

The auditors presented the results of the audit and answered any questions that Board members had about the content of the report.

The auditors also offered to provide education on financial topics as requested by the Board.

Board Code of Conduct

D4 Non-compliance Discussion

The Board discussed the non-compliance that they assigned themselves during last month's Board monitoring. They did not come to any conclusion on how to ensure this non-compliance does not reappear at next year's monitoring of D4. The Board decided to place this item in the parking lot.

Next month the Board members will complete their annual Board Self Assessment survey. Board members can put additional ideas around this topic in the open-ended section. Michael compiles and summarizes the evaluations for the Board.

GM Reporting

B6 Monthly GM Report

Clem presented this report to the Board.

B5 Asset Protection

Clem presented this report to the Board. The Board reached consensus that the interpretation was reasonable and the data was sufficient to demonstrate compliance.

Board Monitoring

C1: Delegation to the GM

Julia monitored this policy and found the Board to be in compliance. She identified that at times Board members ask Leila directly for items rather than go to Clem to ask Leila. Clem indicated that while this does happen at times, Leila is good at redirecting the Board to Clem.

D7: Trusteeship

The Board monitored this policy and found the Board to be in compliance.

Future Planning

Review BoD Calendar

The Board discussed changes to be made to the Board calendar and assigned action items for next month's Board meeting

The Board adjourned at 8:45.

Wrap Up

- Gave ourselves "a good talking to" regarding coming prepared to meetings
- Meeting was informative
- The auditors were very engaged this year and clarified the Board's fiduciary responsibilities.
- Good substantive issues raised and discussed.

Follow up

Molly will update the Board calendar based on the Future Planning discussion.

Molly will update the Policy Register with the newly approved policies

Susan will place the discussion of how to close the loop regarding a member comment on the agenda for next month's meeting.

Michael will distribute the Board Self Assessment survey to the Board.

Susan will follow up on the retreat date.

Susan will update the parking lot with items identified at the meeting and send the parking lot to Leila for the Board area on the City Market website.