

Onion River Co-op/City Market

Board of Directors Meeting
February 25, 2013

Board Attendance:

Nancy Nesbitt, Board Member, Treasurer
Rachel Jolly, Board Member, Secretary
Wayne Warnken, Board Member
Kevin Duniho, Board Member
Molly O'Brien, Board Member, Vice President
Susan Munkres, Board Member, President
Charles Baldrige, Board Member
Julia Curry, Board Member
Faye Conte, Board Member

Absent:

Also in attendance:

Clem Nilan, General Manager
Pat Burns, Director of Operations
Jarred Cobb, Member Services Coordinator, Board Liaison
Michael Healy, Board Facilitator
Serrill Flash, Member

Preliminaries

A quorum was established and the meeting started at 6:00.

Review minutes

The January minutes were accepted as written.

Open Member time

Board Elections

One candidate nominated for each position. The Board approved the following candidates: Molly as President, Julia as Vice President, Rachel as Secretary, and Charles as Treasurer.

Board Education and Discussion

The Board met with each other and shared highlights on the Mark Goehring article titled "Role of the Board in an expansion project." Agreed that store expansion is aligned with Global Ends. The Board thought it would be helpful to look at scenarios/examples of store expansion in other co-ops with an emphasis on financial projections. They also thought that a conversation should continue around Member engagement in the process.

The Board looked at the document that Clem had prepared for last year's retreat about decision-making for expansion. Clem shared his motivation for creating the "roadmap." Board members shared their observations on the process of planning for expansion.

Michael shared results from NCGA survey "Growing our Co-op" that was completed by Board members. The Board discussed their answers and trends that emerged from the survey.

Faye found Clem's planning document very helpful. Agreement on need to communicate expansion to Members, given that it's been a year since we first discussed it. Molly to follow up with a time to answer common questions from Question #8 in NCGA survey.

NFCA Report

Molly spoke about NFCA annual meeting being rescheduled to March 30 because of snow. Pat and Molly will attend and share with the Board in April. There is room for one other Board member to attend.

GM Reporting

B6 Monthly GM Report

Clem presented this report to the Board. Clem noted Right to Know GMO forum that City Market is sponsoring on Thursday in Burlington.

B7 Management Succession

The Board reached consensus that the interpretation and data were sufficient to demonstrate compliance.

Board Work: Open Member Response

Charles and Julia created decision tree for open member time. Board members gave suggestions and feedback. Board agreed to use the decision tree as a draft for upcoming meetings and change it as needed. Charles will make suggested changes and bring to next meeting.

Future Planning

Review BoD Calendar

The Board discussed changes to be made to the Board calendar.

Retreat Logistics

The Board discussed their upcoming retreat.

CCMA

Three Board members typically go. Preference given to Board members who have not gone. Decisions on attendance will be made at next month's meeting.

Wrap Up

- Helpful to see survey responses.
- Lots of appreciation for decision tree.
- The Board thanked Susan for her outstanding leadership as Board President for the past 3 years.

The Board adjourned at 8:20.

Follow up

Molly will follow up with Clem on Board education around financial statements.

Molly will follow up with a time to practice answering common questions from Question #8 in NCGA survey.

Charles will make suggested changes to member response decision tree.

Charles will meet with Clem and bring information about the Board budget to the next meeting.

Board will decide CCMA attendance at next month's meeting.