

## **Onion River Co-op/City Market**

Board of Directors' Meeting

August 26, 2013

### **Board Attendance:**

Nancy Nesbitt, Board Member

Molly O'Brien, Board Member, President

Julia Curry, Board member, Vice President

Faye Conte, Board member

Rachel Jolly, Board Member, Secretary

Kevin Duniho, Board Member

Susan Munkres, Board Member

Wayne Warnken, Board Member

### **Absent:**

Charles Baldrige, Board Member, Treasurer

### **Also in attendance:**

Pat Burns, General Manager

Michael Healy, Board Facilitator

Jarred Cobb, Member Services Program Coordinator, Board Liason

Allison Weinhagen, Director of Member Services

Stephanie Ratté, Board Minute Taker

Serrill Flash, Member

Brian Guy, Member

Mark Montalban, Member

Allison Stone, Member

Joanna Grossman, Member

Eric DeLuca, Member

Jairo Dechtiar, Member

### **Preliminaries**

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

### **Review minutes**

The Agenda was approved.

The July minutes were accepted with the following addition: Board Perpetuation - Allison indicated so far no one, *outside of the Board of Directors*, has declared their intention to run for a Board seat.

### **Open Member**

Several Members attended this meeting and introduced themselves as potentially interested in running for the Board.

### **Board Education and Discussion**

Julia recapped last month's conversation. The Board discussed where they would like to go next with this topic. The Board reached consensus to continue the current format, inviting representatives from other cooperative sectors.

## **Board Perpetuation**

Board Members shared the results of their conversations with potential Board candidates. Michael will be leading a Board Orientation for potential candidates in September.

## **Annual Meeting Preparation**

Pat presented the current plans for the Annual meeting. Susan will present the Don Schramm Award. Wayne will facilitate the “Meet the Candidates” portion of the meeting.

## **Don Schramm Award**

Pat provided the Board with potential candidates for the Don Schramm award and asked that the Board submit suggestions to him for additional candidates within the week.

## **GM Reporting**

### Monthly GM Report

The Board asked clarifying questions on the report.

### Patronage Refund

The Board reached consensus to approve Pat's recommendation to retain 45% and refund 55% of the profit generated by member sales. The Board thanked Pat for the comprehensive report to support his recommendation.

### A: Ends

The Board reached consensus that the report had sufficient data to demonstrate compliance.

### Discussion/Reflection Ends Reporting

Board members highlighted parts of the report:

- Impressed with the compost generated
- Appreciated the disclosure of small facts like fair trade
- Listed organizations supported with bag refund donations - appreciated the range
- So much good news and data; community engagement, investing in local food system and other cooperatives really exciting
- So many of the activities meet multiple Ends
- Bike-friendly store is a differentiating factor from other supermarkets
- Healthy activities for employees
- Appreciated that the report corresponded with the Ends and met with Co-op principles
- Likes the environmental impacts identified
- Appreciates the Member Worker program and its impact on the community
- Appreciated the explanations on why certain data is collected

Michael had each Board Member answer: In sixty seconds or less- What message would you convey based on this report? Each Board member shared their answer.

## **Board Monitoring**

### D6: Board Meetings

The Board reviewed this report together and found themselves in compliance.

The Board reviewed the new CBLD template. They reached consensus to slightly modify the CBLD version and replace the current D2 policy with the modified CBLD policy.

### D3: President's Role

Rachel reviewed this policy and found the Board was in compliance.

## **Future Planning**

### Open Member time response

N/A

### Review BOD Calendar

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

The Board adjourned at 8:20p.m.

## **Wrap Up**

- Really enjoyed the meeting, especially the dividend vote.
- The revised format of the Ends report led to an easier discussion.
- Would have liked to see the discussion of the Ends report more structured with less jumping around.

## **Follow up**

**Molly** will update the Board calendar with an annual GM evaluation.

**Pat** will update the Board calendar based on the Future Planning discussion.

**Board Members** will speak with Members that they think would make good BOD candidates.

**Board Members** will provide Molly with any other potential cooperatives for the Board Education agenda item.

**Molly** will place a discussion about replacing the four officer role policies with the one CBLD officer template on a future meeting agenda.

**Molly** will place a discussion about replacing D6:Board Meetings with the CBLD template.

**Board Members** will provide Pat with any other potential Don Schramm award nominations within the next week.

**Board Members** will come prepared to vote on the Don Schramm award at the next month's meeting.

**Rachel** will update the Policy Register with the new D6: Board Meetings policy.