

Onion River Co-op/City Market

Board of Directors Meeting

December 16, 2013

Board Attendance:

Nancy Nesbitt, Board Member

Faye Conte, Board Member

Susan Munkres, Board Member

Charles Baldrige, Board Member, Treasurer

Molly O'Brien, Board Member, President

Wayne Warnken, Board Member

Julia Curry, Board Member, Vice President

Rachel Jolly, Board Member, Secretary

Absent:

Kevin Duniho, Board Member

Also in attendance:

Pat Burns, General Manager

Allison Weinhagen, Director of Member Services

Jarred Cobb, Member Services & Board of Directors Coordinator

Serrill Flash, Member

Steve Austin and Garth Allen, Gallagher, Flynn and Company auditors

Roberta MacDonald, Cabot Creamery Cooperative

Mark Rogers, Cabot Creamery Cooperative

Ron Ruloff, Member

Jennifer Kennelly, Finance Manager

Joanna Grossman, Member

Brian Guy, Member

Preliminaries:

A quorum was established and the meeting started at 6:00. The Board, after their November 25, 2013 Executive Session, chose to appoint a Member to serve out the remainder of Susan Munkres's term (until December 31, 2014). Until the Member accepted the appointment, the Board had not named him specifically in the minutes. At the December 16 meeting, Brian Guy accepted his appointment to this position.

Review minutes:

The November minutes were approved with the following changes:

Onion Skin articles

The Board discussed writing articles in future editions of the Onion Skin. No decisions were made. This item was tabled for a future meeting.

Open Member time:

Ron Ruloff returned and asked the Board for information regarding the Food. Pat Burns will follow up with Ron and will report back to the Board after doing so.

Board Education

The Auditor Presentation reviewed the difference between an audit and an audit review. The Auditors provided a high level overview of the report. The Board asked questions.

Pat provided the Board with a copy of the Auditor RFP. They are submitting it to five audit companies. The Board will form a sub committee to attend the RFP finalists presentations.

Board Education

Roberta MacDonald and Mark Rogers from Cabot Creamery Cooperative spoke with the Board about their cooperative. They discussed their marketing approach as it relates to their cooperative identity.

GM Reporting

Monthly GM Reporting

Pat shared his report with the Board and answered a few questions that arose.

B9 Board Elections

The Board reached consensus that the interpretation was reasonable and the data demonstrated compliance.

Board Monitoring

D13 Board Perpetuation

The Board found themselves in compliance with the policy. They reached consensus to remove 13.4 and 13.5a.

Future Planning

Review BoD Calendar

Pat will update to the Board Calendar as a result of the discussion.

Board budget

Charles reviewed the Board budget with the Board.

D7 Policy proposal

The Board accepted the new policy as drafted.

Wrap Up

- Very interesting presentation by Cabot Creamery
- A lot was packed into tonight's meeting
- The Auditors were professional and prepared
- Glad that the Board had financial education two years ago, allowed the Board to take the discussion to the next level
- Well facilitated discussion

Follow Ups

Pat will update the Board calendar based on the Future Planning discussions.

Molly will schedule a future conversation regarding diversity on a future agenda.

Pat will follow up with Don Schramm.

Rachel will update the D13 policy with the changes made by the Board.

Julia will send thank you letters to the representatives from Cabot Creamery.