

Onion River Co-op/City Market

Board of Directors Meeting

January 27, 2014

Board Attendance:

Nancy Nesbitt, Board Member

Brian Guy, Board Member

Faye Conte, Board Member

Joanna Grossman, 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:

Pat Burns, General Manager

Also in attendance:

Allison Weinhagen, Director of Member Services

Jarred Cobb, Member Services & Board of Directors Coordinator

Serrill Flash, Member

Meghan Kennedy, Co-op Enthusiast

Preliminaries:

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

Review minutes:

The December minutes were approved with the following changes: Names of Auditors should be listed in the attendees list.

Open Member time:

Meghan Kennedy introduced herself as an Antioch grad student working with Upper Valley Food Coop.

Nancy passed on that someone would like Winooski to have a City Market

Board Education

The Board discussed thoughts regarding the coop visits. Each Board member summarized their take aways from the presentations. The Board brainstormed topics to be discussed at the retreat this year.

Board Policy

In updating the bylaws and the officer roles, the decision making process the Board utilizes is no longer identified. As the Board's consultant, Michael recommends that the process be codified. The Board agreed that they do want to have the process documented. The Board decided that the Board meeting policy is an appropriate location. The Board secretary will amend D6 to use more of the CBLD Template language of C4.

GM Reporting

Monthly GM Reporting

Allison shared Pat's report with the Board and answered most questions that arose.

B4 Financial Condition

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

Board Monitoring

D12 Community Service Award

Rachel reported and the Board agreed that they were in compliance with the policy.

C1: Delegation to GM - new version

Faye presented the proposal to the Board. The Board reached consensus to adopt the new policy with the following changes: insert "operational" in 2a before policies, remove " (same)", and use consistent references to GM.

Board Officer Elections

Each of the officers briefly explained their role and expressed their intentions about running again or not.

Future Planning

Review BoD Calendar

The Board retreat will be on April 5th. Pat will update the Board Calendar accordingly.

Board budget

Charles gave an update on the Board budget to the Board.

Brian will be on the Audit committee with Charles.

Wrap Up

Liked the facilitation

Good job Allison for filling in for Pat

Welcome Brian and Joanna

Appreciated the education discussion

Inspiring, motivating meeting

Follow Ups

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

Pat will talk with Don Schramm and bring a recommendation back to the Board.

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

Rachel will amend D6 to document the Board's decision making process.

Rachel and **Faye** will make the approved changes to the new C1 policy and include it in the Policy Register.