

Onion River Co-op/City Market

Board of Directors Meeting

January 22, 2018

Board Attendance:

Sarah Alexander, Board Member

Eric Boehm, Board Member

Faye Conte, Board Member, Vice President

Julia Curry, Board Member, President

Joanna Grossman, Board Member

Jim Rudolph, Board Member

Allison Searson, Board Member, Treasurer

Absent:

Charles Baldrige, Board Member

Ali Kenney, Board Member

Also in attendance:

John Tashiro, General Manager

Michael Healy, Board Facilitator

Tim George, Director of Finance

Allison Hope, Director of Community Engagement

Liz Jarvis, Membership Manager

Kim Nolan, Director of Human Resources

Eric Pierce, Director of Operations

Kiersten Hallquist, Member and Board Minutes-Taker

Matthew Ennis, Member

Serrill Flash, Member

Jim Kelty, Member

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

Preliminaries

Review Agenda

The Agenda was accepted with the following changes: Board monitoring will be assigned to Joanna Grossman (vs. Sarah Alexander).

Review Minutes

The December 18, 2017 minutes were accepted with the following addition: under page 2 (section regarding B3) add “the Board accepted the plan to address non-compliance as acceptable.”

Review Action Items

The Action Items list was reviewed and accepted with six items removed.

Open Member Time

Introductions were made for all in attendance. Members were invited to comment.

Matthew Ennis, long-time Member, shared disappointment regarding a declined request to table on his group's efforts to get the F35 item on the Burlington ballot in the downtown store. Matthew formally requested the Board allow him to facilitate educational opportunities around the F35 debate.

Julia provided Matthew with an overview of formal process for the Board response: he will either hear from Julia Curry or a City Market staff member.

CBLD 101 Report Back

Jim presented on his experience attending the CBLD 101 Training, in Montpelier. Highlights included but were not limited to networking with newer board members, expanding cooperative vocabulary, and exploring balance sheets in different scenarios (i.e. adding a new store).

Board Positions

Julia presented on Board officer positions and the timeline for filling these positions. The Board asked clarifying questions.

Julia shared her interest in stepping down from an officer position; Eric shared interest in the Vice President position; Faye shared interest in the President position; Allison shared her interest in stepping down from the Treasurer position, if someone is interested in stepping into the position; Sarah shared her willingness to stay on or step down in the role of Board Secretary, depending on interest. Newest Board Members, Jim and Joanna, shared their interest in observing the Board for this first year.

The Board was not aware of Ali or Charles' interest.

Board positions will be selected at the February meeting.

Board Monitoring

D10: Community Service

Joanna presented D10 to the Board and reported the Board is in compliance.

Proposed Changes to Policy D4: Members Code of Conduct

Faye presented a significant change in D4.2.c. and other smaller changes. She presented how the language in D4.2.c. addresses conflicts of interest by mirroring language in the bylaws. Julia elaborated that the onus is on the individual Board Member to offer to recuse themselves, and the rest of the Board would decide whether it was necessary. A summary of primary changes made:

- Moving to gender neutral language: gender neutral terms were incorporated throughout the policy
- 2. "board members must exhibit ~~unconflicted~~ loyalty"
- 2.c. board members will indicate any self-identified conflicting interests.
- 2.d. addition: "... any board member who applies for employment [at the cooperative] must first resign."

The Board approved the proposed policy changes.

The Board approved adding “Sign the Code of Conduct Board Member Agreement” as permanent action item to the Board Calendar for January meetings.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to working to expand services at the South End Store as staffing is secured, Rally for Change continues to hit new records, exceeding December sales forecasts, and positive Member feedback on the South End Store experience.

The Board asked clarifying questions and shared observations.

Kim Nolan provided a brief overview on the staffing progress and plans for quality assurance for new employees and those who experienced internal career advancement.

Review of new B4 Format

John first shared his appreciation to Tim and Michael for their contributions to the report.

John and Tim presented the various sections of the new B4 format to the Board.

Revisions included:

- Expanded language to fully reflect the scope of John’s work
- B.4. further developed to better reflect varying quarterly performance benchmarks
- B4.1. charts provided to demonstrate compliance, and an added table to represent performance for both stores
- B4.4. provided another measure of the balance sheet strength
- B4.5. Updated the title to include “active” Members
- B4.6. Language further elaborates on the definition of “incurring debt”
- B4.7. Final sentence included specific timing to define parcel status (summer of 2018)
- B4.10. Ratios are prescribed by a national bank, so terms do not change specific to the cooperative’s performance; thus, the Board will observe the cooperative is in a projected period of non-compliance. Tim is working to address this in a longer-term fashion to support compliance; he recognizes he will need to bring this to the Board if/when it is developed per stipulations in B4.6. He verbally highlighted the long-standing, quality relationship the cooperative has with NCB; he foresees amicable negotiations during this process.

The Board asked clarifying questions and shared observations. For consideration, the Board requested to share the current and next performance benchmarks in the first part of the report, moving forward (i.e. one quarter or the upcoming year). Julia requested language elaboration regarding what can be attributed to/defined as “contributing to profitability.”

B4: Financial Condition

John presented his report to the Board while reviewing the new format.

The Board accepted the report as demonstrating compliance with the policy, including the noncompliance noted in B4.10.

Future Planning

Open Member Time Response

The Board reviewed Matthew Ennis's presentation and request. Alison Hope provided the Board with an overview of the cooperative's tabling policy, historical development of the policy, and the store's challenges to carefully balance overall Member experience and service and supporting individual Member interests.

The Board decided to issue a formal letter sharing their appreciation for the member outreach, reiterate the policy, and officially support the operational approach that has occurred thus far.

Review Board Calendar

The Board reviewed the calendar and noted that two Board Meetings fall during school breaks (February & April).

There may be a need to change the April meeting date, as Jim and Alison S. plan to be away during the April educator break. Eric is expecting a new baby soon, so February and March are unknown. Faye will be absent in February.

Faye would like to be added to the list of individuals involved in CCMA planning.

Upcoming Events (Educational Opportunities Open to Board Members)

Northeast Organic Farming Association (NOFA-VT) Winter Conference is a farming- and food-orientated professional development opportunity coming up February 17 and 18. John emailed the Board with meeting details.

Neighboring Food Coop Association (NFCA) Meeting provides an opportunity to network with other cooperatives.

Annual National Food Cooperative Association (NFCA) meeting will be on March 17th. The theme will be "Coops Powering the Inclusive Economy." The event will have excellent guided networking opportunities. Faye also shared about their peer-to-peer events currently under development.

Meetings at South End Store

John and Julia presented on a plan to support some Board meetings at the South End Store. However, there is a time-constraint because the South End store closes at 9:00 PM, so there are concerns around safety and security.

Wrap Up

The Board shared their appreciation for the work John, Tim, and Michael put into the new B4 policy.

Executive Session

The Board moved into Executive Session at 8:33 PM to review the expansion scorecard, the sale of land and a lease decision.

The Board came out of Executive Session at 9:07 PM after making decisions regarding the sale of land and lease agreements.

Adjourn

The Board adjourned at 9:07 PM.

Action Items

Faye will research possible growth and improvements to the Board Perpetuation process.

The Board will submit their personal resumes to Alison Hope and Liz as soon as possible.

Julia is working to finalize a GM contract, which the Board will review at a later date.

John will email the Board with details regarding the Member Loan Campaign and Board member opportunity for engagement with key potential lenders.

Julia/Faye will reach out to Ali and Charles to explore whether they are interested in serving in an officer position in the coming year.

John and Tim will correct B4.2 section with the way quarters are represented to align with the other sections of the report.

John and Tim will incorporate data with Member loans to B4.6 in future reports and will note the ongoing work with NCB in writing as part of B4.10 for the next version of the B4 policy.

John will send the updated tabling policy to the Board.

Julia & Faye will formulate a response to Matthew Ennis's request.

John will issue a Doodle Poll exploring alternative Board meeting date in April, in light of educational break.

The Board will notify Alison Hope no later than February 8th if they are interested in attending the NOFA-VT Winter Conference.

Faye will bring a revised Code of Conduct Agreement to the February meeting.