

Onion River Cooperative-Board of Directors Meeting

City Market Community Room-Burlington, VT

Monday, May 18, 2015

Time	Topic	Board Action/Outcome	Presenter/Facilitator
5:30-6:00	Gather: eat, informal discussions	Eat, connect, enjoy	All
6:00-6:45	Executive Session: A real estate matter	Learn/Discuss	Pat
6:45-6:55	Preliminaries: Review Agenda Review Minutes (1) Review Follow-Up Items	Approve (a)	Molly/Michael
6:55-7:05	Open Member Time	Member linkage	Members
7:05-7:35	GM Search Process: Building a relationship with our new GM (2)	Listen, Learn, Discuss	Rachel, Charles, Molly
7:35-7:50	Board Education: Real Estate: what decisions belong to the board? (3)	Reinforce previous learning: Board members recap lessons learned at retreat	Facilitated by Michael, participation by all
7:50-8:00	Half Time Stretch	Rejuvenation	All
8:00-8:15	GM Reporting: B6: Communication to Board (4) B13: Comm. Support to Board (5) Monthly GM update (6)	Monitoring (b) Discussion	Pat
8:15-8:30	Board Monitoring: D3 & D8 Discussion C2: GM Job Contribution	Monitoring (c)	Faye Julia
8:30-8:40	Future Planning: Open Member time response Review BOD calendar	Discuss and Decide	All
8:40-8:45	Wrap Up: Action Items, meeting evaluation	Reflect and Assess	All
8:40	Adjourn		

Attachments:

1. Draft minutes of last month's meeting
2. "Building a Positive Board Performance Culture, Part II"
3. March 2015 Onion River Board Retreat Report
4. B6: Communication to Board
5. B13: Comm. Support to Board
6. Monthly GM update
7. City Market BOD Parking Lot List

Meeting Preparation:

- a. Review the enclosed draft minutes of last month's meeting
- b. Review the GM Monitoring reports and come prepared to discuss them.
- c. Read Board Monitoring report and come prepared to monitor it.

Please bring your personal calendar for planning purposes.

President's Note: Dear Board, please note that your homework is an article that talks about a well-known process of group formation and performance, "forming, norming, storming, performing, transforming." While the title is "Building a Positive Board Performance Culture," I want us to read it with the idea of building leadership alignment between the board and John, our new GM. We have a new member of our team now, which makes us a different team. Please also note that we are STARTING with an executive session, as opposed to saving it until the end of the meeting. Please arrive promptly so you don't miss anything. This means that the portion of the meeting that is open to general members is later than usual.

Onion River Co-op/City Market

Board of Directors Meeting

April 27, 2015

Board Attendance:

Molly O'Brien, Board Member, President
Charles Baldrige, Board Member, Treasurer
Julia Curry, Board Member, Vice President
Brian Guy, Board Member
Joanna Grossman, Board Member
Rachel Jolly, Board Member
Faye Conte, Board Member, Secretary
Allison Searson, Board Member
Wayne Warnken, Board Member

Also in attendance:

Michael Healy, Board Facilitator
Pat Burns, General Manager
Jennifer Kennelly, Director of Finance
Allison Weinhagen, Director of Community Engagement
Liz Dykes, Member Services & Board of Directors Coordinator
John Tashiro, Member
Serrill Flash, Member

Preliminaries

A quorum was established and the meeting started at 6:01.

Review Agenda

The Agenda was accepted as written with one change: Faye is monitoring D8, instead of Rachel as indicated on the agenda.

Review Minutes

The March 23 and April 15 minutes were accepted as written.

Review Follow-Up Items

Three completed items were removed from the March follow-up list.

Open Member Time

Serrill Flash shared a discussion he had with a staff person about a new General Manager coming on and expansion on Pine Street. He wanted to share because it was the first time he had heard confidence expressed in the Board of Directors from staff.

John Tashiro thanked the Board and is looking forward to working with them.

Joanna shared that she had an interaction with a cashier who didn't know that Pat was leaving.

Brian shared his enjoyment of the positive press.

GM Search Process

Rachel shared a summary of the final meetings of the GM search process. The search committee will meet one additional time to debrief, talk about additional documentation needed, and discuss the board's role in the GM transition plan. That meeting has not been scheduled yet, but will happen in the future.

Brian asked about opportunities to share the success of this process with other Co-ops. Rachel and Michael noted that there may be opportunities for that in the future and Board Members should consider what they might want to say as part of that conversation. Pat has already fielded two requests for this type of information.

Next steps for the Board include scheduling a final meeting of the search committee and future conversations with John to ensure he is oriented to the Board's work. The Board discussed thoughts on what information a new GM might need from the Board and any reporting needed from Pat (to the Board) on details of the operational transition plan.

Michael led the Board through an exercise to discuss and evaluate the GM search process.

Board Education

The Parking Lot

Molly engaged the Board in a conversation about how to record and maintain ideas for future Board discussion (aka, the "parking lot"). The Board discussed the reasons for tracking the parking lot and how best (and how often) to update and share it. Michael summed up the Board's discussion: the Board will charge someone with tracking the information and storing it somewhere, the President and Vice President would use that to inform topics for future agendas, and periodically the entire Board would review it.

The Board decided that they would start fresh with a blank parking lot, Faye will keep track of and update the parking lot going forward, and the entire Board will review the list quarterly.

May Education Topic

Molly discussed with the Board the potential to review the article "Starting Off Right With Your New GM" for the May Board meeting with discussion to follow. The Board agreed.

GM Reporting

B4 Financial Conditions

The Board reviewed and accepted the B4 report as presented. They determined it was in compliance with the exception of B4.3 (as noted in the report). The Board discussed the new format with Pat.

B6 Monthly GM Update

Pat presented this report to the Board and shared some additional details. The Board asked for clarification on various items.

Board Monitoring

D8 Executive Officers

Faye reported on this policy and found the Board in compliance. Michael reminded the Board that they had had an earlier conversation about potentially combining this policy with D3 Board Officer Roles. Faye also noted that this policy does not explicitly state how the Board President's role is filled if vacated mid-year.

The Board decided to change the title of D8 to "Board Officer Elections". The Board also decided to discuss the question of a mid-year Board President transition until a future Board meeting.

Future Planning

Open Member Response

None needed.

Review BoD Calendar

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

Molly shared that she will be moving to Virginia in late July/early August. Molly has met with Julia and confirmed that she is interested in stepping into the role of President, if elected. Molly plans to be in the President's role through the June Board meeting.

The Board agreed that Julia will step into the President's role to finish Molly's term. Michael asked Board Members to consider if they're interested and willing to consider the Vice President's role. Julia shared some thoughts on her role as Vice President with the Board.

Molly shared with the Board that she did not run for re-election for her NFCA Board seat and instead put Faye's name forward. Faye was elected to the NFCA Board.

Wrap Up

Joanna commented on the confusion about the policy register.

The Board thanked Molly for her Co-op service.

Julia enjoyed the evaluation of their hiring process.

Allison enjoys the laughing as part of the Board meetings.

Executive Session

The Board entered Executive Session at 8:28pm to discuss a real estate matter and a personnel matter. The Board left Executive Session at 9:11pm.

Adjourn

The Board adjourned at 9:11pm.

Action Items

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

Julia and **Molly** will work with **Faye** to place an item on another agenda to decide where in the Policy Register to specify the Board Election process.

Faye will work with **Pat** to update the Policy Register.

Molly and **Julia** will draft a Board Education plan.

Faye, Wayne, Joanna, and **Julia** will meet in May and bring a draft Board Election Committee Charter for the June Board Meeting.

Faye will update the B4 policy with changes and bring to the May meeting.

Faye will add the Search Committee Charter to the Policy Register.

Rachel will schedule a final meeting of the GM Search Committee.

Faye will create a starting parking lot with notes from the retreat from **Molly** or **Julia**.

Molly will add “parking lot review” to a future agenda.

Faye will change the title of D8 to “Board Officer Elections”.



Building a Positive Board Performance Culture, Part II

by Art Sherwood & Joel Kopischke

Available to [read and download](#) from the [CBLD Library](#)

Building a positive board performance culture takes continuous work and vigilance on the part of the board.

Part I explored the vital concepts of Shared Understanding of the Job of the Board & Shared Expectations for Board Performance, but every year

boards have an election and end up with a 'new' board. This provides the board with the opportunity to take advantage of a well known team development model: **Forming, Storming, Norming, Performing and Transforming** (originally introduced by Bruce Tuckman back in 1965 with our addition of Transforming to fit the board election cycle). While there is a logical progression through the 5 stages, teams do not always flow from one stage to the next in a linear manner. Understanding this general model of development can help boards address the needs of the individuals and the group to help minimize the negatives and take advantage of opportunities to move toward a positive board performance culture.



We will use the "What? So What? Now What?" reflection and analysis model to help articulate the definition (What?), why this matters (So What?), and what we can do to leverage this knowledge (Now What?). Note: When we refer to "leader behaviors" below, we are not only referring to the board chair; a mature board is a group of leaders who all share responsibility for board effectiveness.

Forming

What? This is the stage when the team comes together but has not yet begun to tackle their work. This is often characterized by people being on their best behavior with lots of silent questioning of how this will all work out.

Members have a variety of questions such as:

- Who are these people?
- What is expected of me?
- How do I fit in?
- Who will lead?
- What are our goals and why?

So what? This is an opportunity to start the process of building unity around shared purpose, approaches to work and respectful working relationships and prepare the team for the inevitable disagreements and conflicts ahead.



Now what? Effective leader behaviors can include:

- making introductions
- answering questions
- establishing trust
- modeling expected behaviors
- clarifying and building agreement around goals, procedures, rules and expectations

Specific tools and approaches include:

- have an orientation or training for new (or potential) members
- distribute a packet of all pertinent documents, policies, & process to new and returning members
- use a check-in to start meetings
- do a get-to-know-you activity like Two Truths And A Lie or just have everyone share their answer to question(s) like "when did you join the co-op & why?" or "what's your favorite product & why?"

Storming

What? Storming typically kicks in when it is time to start to do work together as a group and decisions must be made regarding what is important and how to proceed. These decisions will uncover disagreement on goals and means. It is also when diverse personalities start to become apparent. This may be characterized by polarization, coalitions or cliques, internal competition, disagreement with the leader, challenging others' points of view, violating team norms.

Team members' questions include:

- Can I work with these people?
- Does this group have any chance of actually working together?
- Can we get past all these disagreements and personality conflicts?
- Can we possibly ever communicate negative information or make decisions amidst this disagreement?
- Is this the right leader?
- Do I even want to be in this group?
- What was I thinking?

So what? This is an opportunity to identify where disagreement lies, to identify learning needed and to show the team can disagree without falling apart. A board that successfully addresses the issues that arise in this stage can progress into Norming and Performing; leaving the serious questions unresolved can lead to longer-term difficulties or severe dysfunction.

Now what? Effective leader behaviors include:

- building shared agreement on common values and goals
- generating commitment among team members
- effective mediation
- providing individual and team recognition
- foster win/win thinking
- focus the team on the issues rather than the people



The aim is to push toward building shared agreement on group norms and the desire for a positive performance culture (rather than one of dysfunction). Specific tools and approaches include:

- reinforce that divergent thinking is a normal, if frustrating, phase
- identify incremental steps (even if it's just identifying the problem) and acknowledge their completion
- use an outside facilitator or mediator, if necessary
- Make efforts to focus on the shared work problems/challenges rather than the people

Norming

What? This stage arises as the group successfully navigates through the storming stage and agrees to build group norms in order to get to positive performance. This is characterized by the team stepping back and regrouping.

Member questions may include:

- What are the revised set of goals and processes we want to use to be effective?
- How do we gain further clarity on roles and responsibilities?
- How do we respectfully work together with diverse personalities and points of view?
- How do we take advantage of the diversity on our team?
- How can we monitor our own behavior so we follow our own rules?
- How can we set up our leadership and team for success?

So what? This is an opportunity to build shared agreement on direction, process and productive working relationships.

Now what? Effective leader behaviors include:

- recognizing the need for stepping back and having a facilitated conversation to build shared agreement on the direction, processes and interpersonal norms of the team.

Specific approaches include:

- inviting team members to share the leadership; empower individuals to take point on certain processes, including facilitation of that process
- regular self-assessment of board agreements/policies covering director code of conduct, board delegation, and other board process
- quantifiable self-evaluation and feedback through survey tools



Performing

What? At this stage the team has a shared agreement on direction, process and acceptable ways to deal with one another in respectful and productive way.

Team member questions may now be:

- How can we continuously improve?
- How can we continue to solidify our foundations?
- How can we foster innovation and creativity?
- How can we maintain a high level of energy and commitment to the team?
- How can we perpetuate our culture of excellence?
- Do we have systems to ensure institutional memory?
- How can we improve as a leadership team for the co-op?

So what? This is an opportunity to positively impact the organization and its stakeholders through effective governance and leadership.

Now what? Effective leader behaviors may include:

- fostering innovation and continuous improvement simultaneously
- nurturing the culture of the team
- encouraging regular team reflection and feedback on board performance
- supporting board members
- keeping a watchful eye out for regression or shift to other stages

Specific approaches include:

- celebrating team achievements
- mentoring and planning for leadership succession

Transforming

What? This is an annual time for a board when members cycle off at election time or at least the term comes to an end.

Team member questions may now be:

- How can we continuously improve?
- How can we continue to solidify our foundations?
- How can we foster innovation and creativity?
- How can we maintain a high level of energy and commitment to the team?
- How can we improve as a leadership team for the co-op?
- Did my time on the board matter?
- Did we get anything accomplished over this last year?
- Was it worth it?

So what? This is an opportunity to reflect, learn, honor and celebrate.



Now what? Effective leader behaviors include:

- helping the board reflect on the last year
- identifying and recognizing individual and team accomplishments
- celebrating success
- honoring those that have served

Specific approaches include:

- asking what went well
- asking what might we do differently to have made it even better?
- create a ceremony or process that allows closure for those leaving

Questions for discussion:

1. At which stage is our board? (Note: this can change quickly and in a non-linear manner.)
2. In what stage do I feel most comfortable? Least comfortable?
3. What stage provides the biggest opportunity for us to grow/improve?
4. How can we take advantage of the forming stage to minimize negative fallout from the inevitable disagreements and personality tensions that will come as we engage with our work?
5. If our board is deeply storming, what can we do to move toward creating norms for performance?
6. How can we effectively move our board toward positive performance? Why is this important?
7. How can we take advantage of the transformation stage to improve future board performance?

Related CBLD Resources:

- [Positive Board Performance Culture Part I](#)

Sources:

Much of the conceptual material above was based on the work of David Whetton and Kim Cameron in their 1995 book Developing Management Skills, 3rd Ed. HarperCollins Publishers, New York.

The "Forming, Storming, Norming, Performing" team development model was introduced by Bruce Tuckman in 1965 and revised in 1977 to include "Adjourning". We have chosen to use the term "Transforming" as the fifth stage because we feel it more accurately reflects the ongoing life-cycle of our boards.

Sam Kaner's book "Participatory Decision Making" has many great resources for team development, including tools for understanding convergent and divergent thinking.

Get-to-know-you activities such as "Two Truths and A Lie" can be found easily online.



Onion River Board Retreat March 14, 2015

Retreat Goals

- ☆ Work on priority aspects of the GM search
 - Agree on the criteria the board will use in selecting the next GM
 - Agree on the process the board will use to ensure the whole board is involved in the interviews
- ☆ Review expansion process and roles to ensure all directors understand/remember market study and key decisions the board is responsible for
- ☆ Draft/outline board multi-year and annual plan: what we need to work on, what we need to learn, what we need to communicate with members

Summary

- ☆ We had a lot of fun and engaging conversations over the course of the day – some designed to expand our awareness, and some designed to help identify priorities. Your evaluations, summarized on the next page, indicate a high level of appreciation overall for the process we followed. Thank you for the care and thoughtfulness that each of you brought to the work of the day.
- ☆ One of our in-depth conversations led to some clarity and alignment about the qualifications the board is looking for in the co-op's next General Manager. Those criteria have now been incorporated into the candidate rating tool that your interview team will use, and the board will see these ratings when evaluating the finalists that the search committee brings to the full board.
- ☆ In our review of the expansion process, it became clear that you all have a very clear understanding of the board's roles and responsibilities, that you know what has happened so far and why, and that you each have some wonderful ways to communicate with members about both the practical and values aspects of expansion.
- ☆ I am attaching the flip chart notes about your ideas for the board's multi-year plan. Also, on page 3 of this report I've transcribed the top five priority ideas. Over the course of the next few months we can work together to turn these ideas into an actual planning document that you can then use to guide your annual calendar and monthly agendas.

Thank you, as always, for all the work you do for our co-op, and thank you for including me in that work. If you have questions that arise from the retreat or from this report, please don't hesitate to let me know.

Report prepared March 23, 2015, by facilitator Michael Healy, CDS Consulting Co-op
MichaelHealy@cdsconsulting.coop, 802-864-9724

Retreat Evaluation (based on 8 responses)

1. Please rate each topic by circling the response that best describes your opinion.

	Average (1-5 scale)
Content	4.6
Leader's facilitation	5
Handouts	4.1
Workshop dynamics	4.9
Amount and use of time	4.8
Usefulness to your board	5
Usefulness to you	5
Overall	5

Board priorities for your multi-year plan:

1. Learn more about, begin to plan and prepare for, a 3rd store or other diversification
2. Hire a new GM, build the relationship with the new GM, define the expectations of the new GM
3. Attend to pre- and post-expansion decisions and monitoring
4. Get better at creating continuity in board knowledge
5. Learn about and practice new levels of member engagement

SKILLS on day one
PRIOR EXP -
SUPERVISORY EXP.




CAPACITY / ENTHUSIASM to learn

APPROACHABLE, WARM
LEADER - Decision-maker
EMPOWER STAFF
Relationship skills



PASSIONATE
LEADER -





COMPASSION


VALUES in line w/ CO-OP PRIN,
SENSITIVE to needs of COMM.
INTELLIGENCE?



 BoD KNOWLEDGE CONTINUITY  (5)
CONNECT W/ PAST DIR. 

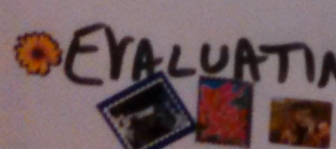
~~LEARN ABOUT WELLNESS~~







✓ NEW LEVELS OF MEM. ENGAGEMENT  (5)
BoD A/E, REPRESENTATION/TRANSPARENCY 





 3rd STORE OR DIVERSIFICATION, WELLNESS  (7)  

 (CHILDHOOD QUALITY (OF LIFE)) (1)

 IMPROVE BoD (2) COMMUNICATION TO MEMBERS 

 EVALUATING (4) CHANGES (NEW GM, TRANSITION PROCESS, EXPANSION)

 GM SEARCH/HIRE/BUILD RELATIONSHIP  (6) 
 DEFINE EXPECTATIONS  

 EXPANSION - PRE + POST   (5) 

CAPITAL - WHAT'S POSSIBLE?
- MEMB. LOANS

③

LEARN ABOUT BUSINESS ED. W/IN ORC

①

~~ROTATING/ONGOING ED. CALENDAR~~

Δ REPORTING W/ MULT-STORE?

LEARN RE: MULTI-STORE OPS

REVIEW GAPS IN RECRUITMENT/ADDS




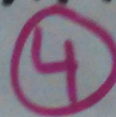
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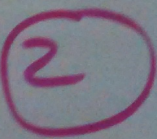
ENDS REFINEMENT ②

BOARD ~~COUNCIL~~ TO REGIONAL OUTREACH


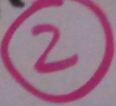
FOOD INSECURITY ALLEVIATION




③



ONGOING FINANCIAL EDUCATION   
? A PATRONAGE DIV. 




UNDERSTAND OUR HISTORY  



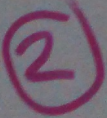
~~CONNECT W/ PAST DIRECTORS~~

ONGOING LEARNING re: INDUSTRY/MARKET  

CREATE/USE BoD ED PLAN (ROTATING CALENDAR)    *

IMPROVING BoD COMMUNICATIONS SYSTEMS  

LEARN: WHAT WE'RE DOING CO-OP EMP.   

HOST CCMA   

General Managers Monitoring Report
Prepared by: Patrick Burns
May 18, 2015

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: B6 – COMMUNICATION AND COUNSEL TO THE BOARD
ADOPTED: (BEFORE 12-03)
LAST REVISED: 05/24/2010

I certify that the information contained in this report and attachments is true.

Signed: J Patrick Burns
General Manager

The GM reports compliance with all parts of this policy.
All data is for the reporting period covering the past year, May 1, 2014, through April 30, 2015.

- B6.** With respect to providing information and counsel to the Board, the General Manager may not cause or allow the Board to be uninformed or misinformed.

GM Interpretation:

The GM's responsibility is to report to the Board on matters relating to the Board's responsibility to formulate policy or craft appropriate limitations (see B6.1). The GM also reports to the Board on significant situations of potential liability (see B6.2). The GM offers counsel to the Board either when requested or when the situation warrants.

Operational Definitions:

- The GM will inform the Board on matters relating to the board's responsibility to formulate policy or craft appropriate limitations.
- The GM will report to the Board on significant situations of potential liability

Data:

- See sub-policy B6.1 for data
 - See sub-policy B6.2 for data
-

Accordingly, s/he may not fail to:

- B6.1.** Make the Board aware of relevant trends, public events of the organization, or internal and external changes which affect the assumptions upon which Board policy has previously been submitted.

GM Interpretation:

The GM is responsible for ensuring that the Board has the information it needs in order to make good decisions. This information is primarily about long-term, big-picture or high-impact information rather than the day-to-day details. Examples of significant

operational changes might include major shifts in product mix or store relocation – changes with materially affect customers’ and members’ perception of the Co-op. The GM is responsible for providing enough notice of such possible operational changes both to ensure that the Board is informed and so that the Board has time to consider whether and how to weigh in with changes to Board policy. Because the typical annual reporting schedule of an executive limitations policy does not always adequately meet the needs of the Board in receiving timely information, the GM shall provide monthly communications to the Board in the form of an update report.

Operational Definitions:

1. Regular monitoring reports will include historical and/or trend information when that information is available and possibly useful to the board.
2. At the beginning of the fiscal year, the GM will present to the Board the Co-op Business Plan, the annual organizational operational plan for the upcoming year and beyond.
3. The GM will provide a monthly written update report in support of this B6 policy including:
 - o Relevant financial information.
 - o Ownership level issues that help the board see the big picture.
 - o Important updates and/or public events (activities and gatherings both on and off premise) of a nature that may affect the perception of the Co-op in the community.
 - o Internal and external changes like significant modifications to the normal pattern of business.
4. In the case of confidential matters, the GM will report/counsel on this in Executive Session rather than in the written monthly report.
5. In those cases when the Board needs to be informed about matters of a more timely nature, the GM will contact the Board directly.

Data:

1. The GM submitted all regularly scheduled monthly monitoring reports which included historical and/or trend information (see examples below):

Examples of Reports	Date
B4—Financial Conditions	7/28/14, 10/27/14, 1/23/15 and 4/17/15
B5—Asset Protection	11/24/14
B10—Membership	6/23/14
B8—Customer Service	3/24/14
B1—Staff Treatment	9/22/14

2. The GM presented the Co-op Business Plan to the Board July 28, 2014, which included information on all significant operational plans.
3. During the reporting period, the GM submitted to the board every month a written communication in support of the B-6 policy. These reports included:
 - o Financial performance overview
 - Actual performance compared to the budget
 - Significant financial trends
 - A financial overview was given in months between the quarterly B-4 reports
 - o Membership level issues (e.g., Member trends, Patronage Refund updates)
 - o Important updates: e.g., lease compliance to the Burlington City Council
 - o Significant changes to the normal pattern of business (e.g., potential opening of new store)
4. The GM contacted the Board over 55 times by email on a variety of issues of varying levels of importance in the reporting period.

B6.2. Keep the board informed about all relevant financial, legal, and operational issues.

GM Interpretation: *The GM will provide relevant information on financial, legal, and operational issues throughout the year*

in executive limitations monitoring reports. The General Manager uses the monthly GM Report to keep the Board informed in the period between the annual cycles. The GM will contact the Board at any reasonable time on matters of a more immediate nature.

Operational Definitions:

1. In the regularly scheduled annual cycle of executive limitations and Ends monitoring reports, the GM will include all pertinent information.
2. In the monthly GM Report, the GM will report to the board on relevant issues in:
 - o Finance –any event that resulted in even temporary non-compliance with Financial Conditions policies.
 - o Operational concerns that might result in large expenditures, or visible disruptions in our store operations.
3. The GM will keep the Board informed of sensitive or confidential issues including anything of significance that may result in any violation of laws or incur expenses related to legal fees or penalty fines.
4. On Board related matters of a more immediate nature, the GM will keep the Board informed as appropriate.

Data:

1. See B6.3 for data about monitoring reports.
2. The GM has reported each month in the reporting period in the *Monthly GM Report* on:
 - o Finance issues and ongoing financial monitoring of key metrics.
3. There were no instances in the reporting period of the GM informing the Board of sensitive or confidential issues including anything of significance that may result in any violation of laws or incur expenses related to legal fees or penalty fines.
4. See B6.1, data point 4.

B6.3. Submit timely, accurate, and understandable monitoring data required by Board policy under “Monitoring Management Performance.” Content of monitoring reports shall include the following:

B6.3.1 Submit monitoring reports that include:

- o Policy criteria repeated in the report.
- o An explanation of the Manager’s interpretation of the policy.
- o Data that address the policy criteria. Data should focus on results rather than activities, and should demonstrate whether actual situation is a reasonable interpretation of policy.
- o No excessive information.
- o An explanation and a plan to move toward compliance, if the report indicates an out-of-compliance situation.

GM Interpretation: *the GM incorporates the guidelines set forth in policy B6.3.1 in formatting monthly monitoring reports. The GM uses data that is measurable and observable. Any out-of-compliance situations will include a proposed remedy.*

Operational Definitions:

1. The Monitoring Report shall be written such that:
 - a. The policy criteria shall appear at the top of the report.
 - b. There is a GM interpretation of the policy and measurable operational definitions.
 - c. Data address the operational definitions and focuses on results rather than activities.
 - d. The Board shall determine if the GM’s interpretation of policy is reasonable.
 - e. The report contains no excessive information.
 - f. If the GM reports non-compliance, the Report will contain a plan to move toward compliance.

Data: ORC Monitoring Workbook (please see below). The data indicates all monitoring reports that were deemed in compliance and those that were not in compliance.

Scheduled Date of Monitoring	Actual Date of Monitoring	Policy Name	Reports Submitted on Time?	Reasonable Interpretation?	Data Provided?	Compliant? yes/no/partial	If No, Indicate Severity	Action Taken
5/19/14	5/19/14	B6: Communication to Board	Yes	Yes	Yes	Yes	N/A	N/A
5/19/14	5/19/14	B13: Communication Support	Yes	Yes	Yes	Yes	N/A	N/A
6/23/14	6/23/14	B10: Membership	Yes	Yes	Yes	Yes	N/A	N/A
7/28/14	7/28/14	B4: Financial Conditions	Yes	Yes	Yes	Yes	N/A	N/A
7/28/14	7/28/14	B3: Budgeting	Yes	Yes	Yes	Yes	N/A	N/A
8/25/14	8/25/14	A: Ends	Yes	Yes	Yes	Yes	N/A	N/A
9/22/14	9/22/14	B1: Staff Treatment	Yes	Yes	Yes	Yes	N/A	N/A
10/27/14	10/27/14	B1: Global Executive Restraint	Yes	Yes	Yes	Yes	N/A	N/A
10/27/14	10/27/14	B4: Financial Conditions	Yes	Yes	Yes	Partial	Small	Yes
11/24/14	11/24/14	B5: Asset Protection	Yes	Yes	Yes	Yes	N/A	N/A
12/15/14	12/15/14	B9: Board Elections	Yes	Yes	Yes	Yes	N/A	N/A
1/26/15	1/26/15	B4: Financial Conditions	Yes	Yes	Yes	Partial	Small	Yes
2/23/15	2/23/15	B7: Management Succession	Yes	Yes	Yes	Yes	N/A	N/A
3/20/15	3/20/15	B8: Customer Service	Yes	Yes	Yes	Yes	N/A	N/A
4/20/15	4/20/15	B4: Financial Conditions	Yes	Yes	Yes	Partial	Small	Yes

General Managers Monitoring Report
Prepared by: Pat Burns
May 18, 2015

POLICY TYPE: EXECUTIVE LIMITATIONS
POLICY TITLE: B13 – COMMUNICATION SUPPORT FOR THE BOARD
ADOPTED: (BEFORE 12-03)
LAST REVISED: 05/21/2012

I certify that the information contained in this report and attachments is true.

Signed J Patrick Burns
General Manager

The GM reports compliance with all parts of this policy.

All data is for the reporting period covering the past year, May 1, 2014, through April 30, 2015.

B13. In order to support the Board in fulfilling its duties and responsibilities, the General Manager shall not fail to:

B13.1 Inform coop members of Board actions, Meetings, Activities or Events:

B13.1. Inform Co-op Members of Board actions, Meetings, Activities or Events:

B13.1.1 Maintain a list of Board Members in a prominent location within City Market.

B13.1.2 Ensure that a notice of Member meetings, including time and place, is prominently displayed within City Market, and communicated to the Members, at least four (4) weeks prior to the date of the meeting.

B13.1.3 Ensure that a notice of Board meetings shall be issued to Members no less than nine (9) days prior to the date of the meeting.

B13.1.4 Ensure that a set of Board meeting minutes, without the attachments, from the last 12 months on a rolling basis is available at the customer/Member Services desk/kiosk and in a prominent City Market location.

B13.1.5 Maintain an updated and current copy of the Board Policy Register at the same desk and on-line for viewing by Co-op Members.

B13.1.6 Ensure that notice of Board elections and Member votes are posted in a conspicuous place at City Market and communicated to the Members not less than four (4) weeks prior to the end of the election period.

B13.1.7 Maintain copies of items described in B13.1.1 through B13.1.6 above, in addition to the Coop bylaws, on the Coop website.

GM Interpretation: the BOD has fully interpreted Operational Definitions for B13.1

Operational Definitions: (mirror B13.1.1. to B13.1.7.)

Data:

1. During the reporting period, all current BOD members' names with photos were posted in the entryway foyer on the bulletin board and in the Member Services office upstairs.
2. Notice of the 2014 Annual Member Meeting was posted on the bulletin board in the foyer, the customer-facing screens at each register, posters in the Front End and the café, on our website and in the monthly e-newsletter the *Onion Skin*. A mailing (snail-mail) notifying the Members of the Annual Member Meetings (including date, time, and location) was sent to all members in August 2014.
3. There are several methods of notifying Members of upcoming Board meetings. The time and date are posted on individual cash register tape receipts one month in advance. Notices were posted on the bulletin board in the foyer and the customer-facing register screens in the Front End one month in advance. Both our website and the monthly e-newsletter the *Onion Skin* send notice on average three weeks in advance.
4. A binder entitled "Governance Binder" has been during the reporting period publicly available at the Customer Service desk which contains the meeting minutes in addition to board packets. A second set of the same title and contents is located online at the City Market website. Board packets displayed in the Governance Binders do not include attachments which contain sensitive materials such as items discussed in executive session.
5. A current copy of the Policy Register is kept in the Governance Binder and is also posted on our website.
6. Announcements for the Board Elections were posted on the bulletin board in the entry foyer, on the customer-facing screens at each register, on posters in the Front End and the café, and on our website. Notices were also included in the monthly e-newsletter, the *Onion Skin*. Election materials were mailed (snail-mail) in September 2014, to each designated voting Member (head of household) whose equity was current (non-shareholding Members do not qualify to vote). Paper ballots were available at the Customer Service desk and Members could vote at any internet-capable computer, including at the in-store kiosk near Customer Service. The voting packet included the first portion of the candidate statements, voting instructions and the dates of the election. Election results were posted on the website and in the November *Onion Skin*, once certified by the Board.
7. The Co-op's By-Laws, Policy Register, photos of all Board members and updated meeting minutes are posted on our website. Meeting minutes are posted upon approval by the Board.

B13.2 Provide newly elected or appointed Board Members an updated copy of the Policy Register, the Bylaws and recent minutes before the first Board meeting that they attend. Make a location and time available for their orientation to the BOD.

GM Interpretation: *The BOD has fully interpreted Operational Definitions for B13.2*

Data: Brian Guy and Wayne Warnken were re-elected in October. Allison Searson was elected as a new Board member. Allison was provided a copy of the Policy Register, the By-Laws and revised By-Laws prior to the start of her term. She also attended an orientation for new Board Members facilitated by Molly O'Brien, Michael Healy and Pat Burns.

B13.3 Provide a place for mail, messages from members, and the public to be left for the BOD President.

GM Interpretation: *The BOD has fully interpreted Operational Definitions for B13.3*

Operational Definitions:

1. The front desk will have a “mailbox” for board use.
2. ORC will maintain directors’ contact information (email address or phone number) on the website, in the *Onion Skin*, in the Governance binder and on the Board poster in the foyer of the Co-op so that Members and the public can send messages to the Board.

Data:

1. The front desk has a mailbox which has been regularly used during the reporting period for BOD mail and messages for Board Members. Mail for Board Members is routed to them at Board meetings or included in their monthly Board packets.
 2. ORC maintained directors’ contact information (email address or phone number) on the website, in the Governance binder and on the Board poster in the foyer of the Co-op so that Members and the public can send messages to the Board.
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B13.4 Provide support for Board meetings, Retreats, Member/Annual or Special Meetings:

B13.4.1 Arrange for a meeting location sufficient to comfortably and safely accommodate meetings listed in B13.4 above. Inform the Board President of this location not less than three weeks in advance of the meeting.

B13.4.2 Prepare and provide a copy of the Board-meeting packet to all Board members and Board associates, according to policy D6.

B13.4.3 Ensure that a regular minute taker is present at each Board meeting.

B13.4.4 Arrange for a light meal to be available 30 minutes before the start of each regularly scheduled Board meeting.

GM Interpretation: *The BOD has fully interpreted Operational Definitions for B13.4.1 to B13.4.4.*

Data:

B13.4.1- Locations and rooms/tents were supplied for all meetings and retreats.

B13.4.2-The Board Liaison verifies that packets were prepared for each event.

B13.4.3- A minute taker was present for all required events.

B13.4.4- A meal was prepared for each regularly scheduled Board meeting.

B13.5 Solicit nominations for the Don Schramm Community Service Award no later than August of each year, and provide the nominations to the Board no later than the September Board meeting each year.

GM Interpretation: The GM will research and assemble a suitable list of members for consideration by the Board for the Don Schramm Award.

Data: GM submitted a list of nominees to the Board at the July 2014 and August 2014 meetings. At the August 2014 meeting, Julie Rubaud was chosen by the Board to receive the award.

B13.6

Assure that all official board records are safely archived for a period consistent with legal requirements.

GM Interpretation: It is the policy of ORC to permanently archive all official Board records.

Data: BOD documents including minutes, policy changes, GM Reports, monitoring reports, financial information and other documents are stored both electronically and in paper copy.

- Paper copies are stored on site in the Member Services Department.
- Protocol for electronic storage:
 - Board e-records are stored on a server in a locked secured location with restricted access.
 - A disc back-up is made 5 days a week.
 - The daily and weekly back-up discs are kept on site, but the monthly back-up disc is stored off site.
- Our internal audit indicates we have paper records of Board packets from 1980's and electronic copies starting from 2003.

General Manager's Monthly Report (in Support of the B-6 Policy)

May 18, 2015

In Policy B6.1, the Board asks that the GM "make the Board aware of relevant trends, public events of the organization, or internal and external changes which affect the assumptions upon which Board policy has previously been submitted."

What's Happening:

- Preparation for negotiations began May 4th. First session with Union is May 21st. The contract expires June 30th.
- Despite being closed for refrigeration repairs (approx. \$106,000 in lost sales) we finished April just ahead of last year.
- One last capital project, replacing old Produce display coolers, begins June 2nd. We will be open during the installation. Will last approx. 3 days.

Finance:

- Monthly sales for April were \$3,190,359, a decrease of 2.6% from 2014.
- This is an average daily sale of \$110,012.
- Average Member basket size was \$28.22, non-Member size was \$19.04.
- We averaged 4,505 register transactions daily. A decrease of 3.5% from 2014.

Rally for Change:

- April results yielded total Rally for Change donations of \$12,341
 - 10% Partner: Pine Forest Children's Center \$1,234
 - 50% Partner: VT Foodbank \$6,170
 - 40% Partner (constant) Chittenden Emergency Food Shelf \$4,936
 - In addition CEFS received the following: \$5,114 in cash and product donation (total = \$10,050).

Local Food:

- Local Food sales were \$1,161,037 in April, an increase of 2.7% over 2014.
- The percentage of local sales compared to store sales was 36.4% vs. 35.0% in 2014.

Organic and Fairly Traded Products

- Organic produce sales were \$378,078 in April, a decrease of 7.5% from 2014. Organic produce represents 76.6% of Produce sales.
- There were 255 fairly traded products sold, an increase of 14.3% over 2014.

Co-op Membership:

- Member sales in April were 67.7% of store sales (\$2,160,834) compared to 66.3% in 2014.
- Co-op Membership grew to 10,929, up from 10,014 in 2014, an increase of 9.1%.
 - Partially Capitalized Membership reached 8,268 compared to 7,433 in 2014.
 - Fully Capitalized Membership reached 1,869 compared to 1,763 in 2014.
 - Non-shareholding Membership totaled 792, compared to 818 in 2014.
 - Employee Membership for March is 80%, compared to 76% in 2014.
- Member Worker hours totaled 1,074 in April, compared to 1,925 in 2014.
- Of all Member Worker hours, 84.5% were performed in the community compared to 61.2% in 2014.

Food for All

- FFA sales were \$149,688 in April, compared to \$158,895 in 2014, a 5.8% decrease.
- Membership in FFA was 1,060, compared to 1,091 in 2014, a 2.8% decrease.

3Squares/WIC

- 3SquaresVT/WIC sales were \$70,216 in April compared to \$75,607 in 2014, a 7.1% decrease.

City Market BOD Parking Lot List

Date Added	Date Addressed	Topic	Notes
3/14/2015 (Retreat)		Improve BOD knowledge continuity (connect with past directors)	Top priority of BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Learn about, begin to plan and prepare for, a 3rd store or diversification	Top priority of BOD for multi-year plan, identified in 2015 BOD Retreat; includes learning about operations, changes in BOD reporting
3/14/2015 (Retreat)		Attend to pre- and post-expansion decisions and monitoring	Top priority of BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Learn about and practice new levels of member engagement (BOD A/E, representation, transparency)	Top priority of BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		GM search, hire, build relationship, define expectations	Top priority of BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Childhood quality of life	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Improve BOD communication to members	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Evaluate changes & big decisions of the BOD (new GM hire, GM transition process, expansion)	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Capital (what's possible? explore member loans)	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Learn about business education within ORC	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Review gaps in recruitment/AOOPS	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Ends refinement	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Board regional outreach	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Food insecurity alleviation	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Ongoing financial education	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat

City Market BOD Parking Lot List

Date Added	Date Addressed	Topic	Notes
3/14/2015 (Retreat)		Changes to patronage dividends	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Understand our history	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Ongoing learning about the industry and market	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Create and use a BOD education plan (with rotating calendar)	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Improve BOD communication systems (including parking lot list)	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Learn about what we're doing co-op emp.	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat
3/14/2015 (Retreat)		Explore hosting CCMA	Potential focus of the BOD for multi-year plan, identified in 2015 BOD Retreat

2015 ORC BOD Calendar (May 2015)

Date	Dec. 15, '14	Jan. 26, '15	Feb. 23, '15	Mar. 23, '15	Apr. 27, '15	May 18, '15	Jun. 22, '15	Jul. 27, '15	Aug. 24, '15	Sep. 28, '15	Oct. 26, '15	Nov. 16 '15
Deadline for Onion Skin	Dec. 19, '14	Jan. 23, '15	Feb. 20, '15	Mar. 20, '15	Apr. 17, '15	May 22, '15	Jun. 19, '15	Jul. 24, '15	Aug. 21, '15	Sep. 18, '15	Oct. 23, '15	Nov. 20 '15
Onion Skin Articles	For Discussion											
Items Published:								Call for Don Schramm Award	President article for annual report; Member Meeting Agenda		Candidate Bios	Election Results
Board Trainings & Education		CBL 101 & Leadership Training Jan10 Keene, NH		Cooperative Café March 7 Keene, NH								Auditor presents to BOD
Governance		Declaration of Board Officer Candidates	Election of Board Officers			GM Annual Review		Review Member Meeting Agenda	Prep for Annual Member Meeting	Deadline-BOD candidates info for ballots; Member Meeting Wrap-up		
								Call for Don Schramm Award	- Don Schramm Award finalist -Patronage Refund	Uncashed Patronage	Board Elections	
CCMA			CCMA planning	CCMA finalization			CCMA June 11 - 13 Boise					
GM Compensation (Bi-annual)												
Board Retreat		Plan BOD retreat	Plan BOD retreat	BOD Retreat March 14							BOD discussion of retreat date	Set retreat date
Board Monitoring	D11: Board Perpetuation					D1: Governing Style - Allison	C3: Monitoring Manager Performance - Charles	D8: Cost of Governance - Joanna	D6: Board Meetings - Wayne	D5: Committee Principles – Joanna	D4: Board Members' Code of Conduct – Rachel	C1: Delegation to GM
		D10: Community Service Award		D9: Board Terms of Office		C2: GM Job Contribution – Julia		D2: The Board's Job – Wayne	D3: Board Officers, Elections and Roles - Faye			D7: Trusteeship & Relationship to Members
GM Monitoring	B8: Board Elections	B4: Financial Condition	B6: Emergency General Manager Succession	B7: Customer Service & Value	B4: Financial Condition	B5: Communication & Counsel to the Board	B9: Membership	B2: Budgeting and Financial Planning	A: Ends	B1: Staff Treatment, Compensation & Benefits	B4: Financial Condition	B3: Asset Protection
						B10: Comm. Support for the Board		B4: Financial Condition		A: Ends Cont'd	B: Global Exec Constraint	
Absences		Rachel	Faye			Charles	Faye; Brian?		Rachel			
Meeting Chair	Molly	Molly	Molly	Molly	Molly	Molly	Molly	Julia	Julia	Julia	Julia	Julia