

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

Board of Directors Meeting

April 21, 2014

### **Board Attendance:**

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

### **Absent:**

### **Also in attendance:**

Michael Healy, Board Facilitator  
Pat Burns, General Manager  
Stephanie Ratté, Board Minute Taker  
Allison Weinhagen, Director of Member Services  
Liz Dykes, Member Services & Board of Directors Coordinator

Serrill Flash, member  
Alex Prolman, member  
Ron Ruloff, member  
Caroline DeCunzo, member  
Justin Edward, member  
Matthew Cropp, member  
Andrew Elvin, member  
Terry Jeroloman, member

### **Preliminaries**

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

### **Review minutes**

The Agenda was approved.

The March minutes were accepted with the following change: Follow-up: Delete "Pat will ensure that the new D6 Code of Conduct policy is included in next month's packet."

### **Open Member**

Matthew spoke in regard to the Vermont Federal Credit Union Board of Directors elections; he stated that the VFCU Board was not supporting democratic elections. Matthew would like ORC to offer our expertise in our online voting process.

Terry also spoke in favor of ORC influencing the Vermont Federal Credit Union.

Andrew, member and past employee of VFCU, spoke about non-transparency at the credit union and as an employee he was encouraged to attend the annual meeting and vote with the current Directors.

Ron Ruloff spoke in regards to money given to the food shelf, and a meeting that may or may not occur between the Food Shelf and City Market. He restated that he would like to be included in any meeting that may happen. He would like all money to Food Shelf placed in escrow until an independent audit is done on where the funds go. He would like to know why his questions have not been answered.

### **Planning for General Manager Evaluation**

Molly summarized the process. The Board will initiate this process in May.

### **Retreat Follow/up**

The Board shared with each other their thoughts on the Retreat. They discussed the summary that Michael prepared.

### **Member Meeting**

Allison spoke regarding Member meetings. She polled the Board for their goals for the Member meetings. She presented ideas her staff has come up with for the Fall meeting and the Board provided feedback.

### **GM Reporting**

#### B4: Financial Conditions

The Board reached consensus that the data and interpretation were sufficient to demonstrate compliance.

#### Monthly GM Report

The Board asked clarifying questions on the report.

Pat showed the reusable bags that City Market will give on Monday to customers that do not bring their own bags.

### **Parking Lot Purchase**

The Board had questions on some of the limitations in the language of the current purchase contract. They would like answers to two concerns.

### **Board Monitoring**

#### D8: Executive Officers

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

### **Future Planning**

#### Open Member time response

The Board discussed a response to Matthew, Andrew, and Terry's open member request. Molly, Julia and Rachel will discuss this further and include in next month's agenda.

Pat proposed providing a more explicit response to Ron stating that there is not any change in the Board's response.

### Review BoD Calendar

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

### **Wrap Up**

- Tonight took skilled facilitation, thanks Michael
- Appreciate insight and thought on agenda items
- Thanks Allison for presentation
- A bit lower than usual energy level
- The pudding brain is amazing
- Thanks to members for sharing and staying

### **Follow up**

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

**Molly and Julia** will review the fact that the board has two policies for Board Officers and then share feedback with the board.

**Molly** will 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.

**Pat** will provide answers to the Board's questions about the Parking Lot Purchase Agreement.

**Pat** will respond to Ron.

**Molly, Julia and Rachel** will further discuss next steps on the open member request regarding the Vermont Federal Credit Union and schedule an agenda item at next month's meeting.

**Molly** place D6 Policy proposal on next month's meeting.

**Pat** will provide the Board with definition of miscellaneous income from B4 report.