

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

Board of Directors Meeting

May 19, 2014

### **Board Attendance:**

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

### **Absent:**

Rachel Jolly, Board Member

### **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  
Jennifer Kennelly, Finance Manager

Bob Roesler, Paul Frank & Collins P.C.  
Jim Pergolizzi, Paul Frank & Collins P.C.  
Serrill Flash, Member  
Terry Jeroloman, Member  
Betsy Nesbitt, Member  
Don Schramm, Member  
Barbara Nolfi, Member

### **Preliminaries**

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

### **Review minutes**

The Agenda was approved.

The April minutes were accepted with the following correction: Also in Attendance: Matthew Cropp.

### **Open Member**

Terry spoke about the Vermont Federal Credit Union annual meeting. Onion River Coop is a member but was not in attendance. He encourages the ORC to take action in increasing member representation at the member meeting.

Don spoke about the Telecom Cooperative; their Board is looking for three more Board members, specifically, women with cooperative experience. Don encouraged people to join the coop and

attend the upcoming annual meeting. He indicated that he would love ORC to speak in support of the Telecom Coop.

### **Parking Lot Purchase**

ORC lawyer, Bob Roesler spoke about the process of developing an agreement with the City of Burlington for the purchase contract of the parking lot. The Board members asked some clarifying questions. The Board reached consensus to authorize Molly to sign the contract on behalf of the Board.

### **NCGA Trends Report**

The Board discussed whether they would want to participate in the NCGA Trends report as a Board Education topic. The report is a confidential document that would have to be discussed in an Executive Session. The Board expressed interest and Molly will follow up on this.

### **Member Engagement**

Allison spoke about a process where members will participate on a committee to determine grants using uncashed Patronage Refund money to organizations that support our Ends. The Board members asked clarifying questions. All grants will have final approval from the Board.

### **GM Reporting**

#### B6: Communication to the Board

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

#### B13 Communication Support to Board

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.

### **Board Monitoring**

#### D1 Governing Style

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

#### C2 GM Job Contribution

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

#### D6 Policy Proposal

The Board identified some formatting issues: "2. Meetings will be open to the membership except when Executive session is officially called." "2b. Non members are welcome to meetings only by Board invitation." The Board reached consensus to accept this proposal with the above changes.

### **Future Planning**

#### Open Member Time Response

Rachel, Molly and Julia met to discuss potential action by the Board regarding the Vermont Federal Credit Union. They decided that this is in the realm of Operations and no specific action from the

Board is warranted. It would be up to Pat to decide on any potential action. Pat will follow up with the members that spoke on this topic last month.

The Board decided that they would not take any action regarding the Telecom request. Molly will respond to Don.

Charles volunteered to update the decision tree based on the Board's recent experiences with Open Member Time Response.

#### Review BoD Calendar

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

#### **Wrap Up**

- Went well there were a lot of big issues and everyone rose to the challenge
- Glad the parking lot decision was made
- Would like the Board to introduce themselves to new members
- Appreciate the work Allison has done regarding patronage rebate donations

#### **Executive Session**

The Board adjourned to Executive Session at 8:20pm. The Board conducted the annual evaluation of the General Manager and made a decision about the General Manager's evaluation. Executive Session ended at 9:10pm.

#### **Adjourn**

The Board adjourned at 9:10pm.

#### **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 after the Board Officer Policy is fixed.

**Molly** will determine next steps on Board Education using the NCGA Trends report.

**Faye** will update the Policy Register with the new D6 policy.

**Molly** will follow up with the members that spoke last month regarding the VFCU Annual Meeting. She will indicate that Pat will follow up on this.

**Pat** will handle next steps regarding the VFCU request and follow up with the members that spoke at last month's meeting.

**Molly** will respond back to Don Schramm.

**Charles** will update the decision tree based on the Board's recent experiences with Open Member Time Response.