

Onion River Co-op/City Market

Board of Directors Meeting

October 26, 2014

Board Attendance:

Nancy Nesbitt, Board Member

Rachel Jolly, Board Member

Wayne Warnken, Board Member

Faye Conte, Board Member, Secretary

Julia Curry, Board Member, Vice President

Brian Guy, Board Member

Molly O'Brien, Board Member, President

Charles Baldrige, Board Member, Treasurer

Joanna Grossman, Board Member

Also in attendance:

Michael Healy, Board Facilitator

Stephanie Ratté, Board Minute Taker

Allison Weinhagen, Director of Member Services

Liz Dykes, Member Services & Board of Directors Coordinator

Jennifer Kennelly, Director of Finance

Serrill Flash, Member

Allison Searson, Member and newly elected Board Member

Preliminaries

A quorum was established and the meeting started at 6:02.

Review Agenda

The Agenda was accepted as written.

Review minutes

The September minutes were accepted as written.

Review Follow-Up Items

Four completed items were removed from the Follow-ups.

Open Member

Nancy Nesbitt mentioned her own positive experience with Customer Service. She returned an item without a paper receipt and the Customer Service staff person efficiently pulled up the electronic receipt and credited her member account.

Member Engagement

Elections Results & Feedback

Wayne and Brian will retain their positions on the Board. Allison Searson will also join the Board. The Board accepted and Faye certified these results. These results will be published in the November Onion Skin.

Allison summarized the changes to the election process that her team made from the previous year. The majority of the feedback that City Market received this year was favorable. There were a few

members that indicated that they didn't vote because they felt they didn't have enough information to decide. Compared to last year's elections, the number of paper ballots was reduced and the total number of members voting was static. Also, the social media postings generated very few questions and comments from members.

NCEA Meeting Follow-up

Molly shared with the Board the highlights of this meeting. She had two roles at the meeting, representing ORC as the Board President and a member of the NFCA Board.

Molly participated on a panel of cooperatives that have undergone big changes and growth. Representatives from the Brattleboro, Hunger Mountain and North Hampton cooperatives were also on the panel. This session was well attended.

Strategic Planning for NFCA Highlights

What do member cooperatives want to see from NFCA? There is still a lot of energy around a NFCA product featured in all the member cooperatives.

Advocacy and Storytelling of Food Cooperatives in NE, many member coops were looking to NFCA to produce a publication akin to the Hoffer report. However, NFCA only has two staff members.

Different co-ops have different challenges and it is great to learn from each other.

Board Education and Discussion

Molly presented this agenda item as a way to look at Board Education topics that have been identified from the minutes from last meeting and expand it with any other desired topics. The Board discussed their ideas for additional education topics.

Michael then invited individual Board members to identify the top priorities based on the Board's role and responsibilities.

The next steps will be Molly and Julia scheduling topics based on the priorities the Board members identified.

Board Education – City Market Finance 101

Jennifer presented City Market Finance 101 and answered any questions the Board had regarding City Market finances.

GM Reporting

B4 Financial Condition

The Board reached consensus that the interpretation and the data was sufficient to demonstrate compliance except for B4.1.

The Board requested that the GM provide monthly updates on B4.1.Sales Growth. Molly will place this on next month's agenda.

The Board asked some clarifying questions about how the Parking Lot purchase is reflected on the Income sheet.

B Global Executive Constraints

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

B6 Monthly GM Report

Allison presented this report to the Board.

Board Education – B4 Article and Discussion

The Board discussed “Context Matters” in the July/August 2015 Cooperative Grocer, written by Michael Healy.

Some Board members suggested it would be beneficial to include this article in the new Board Member orientation.

Board Monitoring

D4: Code of Conduct

Brian reported on this policy and found the Board in compliance.

Future Planning

Open Member response

None

Review BoD Calendar

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

The Board adjourned at 9:00

Wrap Up

- The City Market Finance 101 presentation was relevant and informative
- Very substantive
- Usually smooth sailing, today there was a little turbulence and the Board handled it well.
- Board education on Finance was good, can always use more

Follow up

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

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.

Julia and **Molly** will bring a draft of the newly combined Board Officer Policies.

Molly will work with Board Members to set a Board Retreat date.

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

Pat will bring back more information as it relates to B4.1