

Onion River Co-op/City Market

Board of Directors Meeting
July 28, 2014

Board Attendance:

Molly O'Brien, Board Member, President
Charles Baldrige, Board Member, Treasurer
Brian Guy, Board Member
Rachel Jolly, Board Member
Wayne Warnken, Board Member
Nancy Nesbitt, Board Member

Absent:

Julia Curry, Board Member, Vice President
Joanna Grossman, Board Member
Faye Conte, Board Member, Secretary

Also in attendance:

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

Preliminaries

A quorum was established and the meeting started at 6:05.

Review minutes

The agenda was approved. The June minutes were accepted with the following change in the "Follow Up" section: Molly ~~with~~ *will* place an item on another agenda.

Open Member

Allison Searson introduced herself. She has been a Member since 2010 and may be interested in running for the Board again.

Board Education and Discussion

Programs of City Market: Food for All

Molly outlined the goal behind this agenda item, which is for Board Members to be strong ambassadors for the Co-op by understanding some of our programs on an operational level, with appropriate strategic conversations. Allison shared data from Faye and Hunger Free Vermont regarding food insecurity statistics in Chittenden County. Allison outlined the details of the Food for All Program, its history and plans to collaborate with Hunger Free Vermont to expand the program. Board Members asked questions, provided feedback and discussed their experiences with this Program's success and status out in the community.

Member Engagement

Allison invited the Board to make suggestions for Don Schramm Award nominations. Board Members presented their ideas for nominations and an actual list of nominees will be discussed and voted upon at the August Board meeting. Allison presented an update on the planning that's underway for September's Member Meeting.

GM Reporting

B3: Budgeting

The Board reached consensus that the data and interpretation were sufficient to demonstrate compliance with the following changes: Data 2 ~~EDTDAP for 2014~~ *EBITDAP for 2014*, B3.3 add 2010 to updated business plan list. The Board asked for clarification on fiscal year growth data and expressed an interest in talking about how the BOD and the GM respond to not being in compliance – what would we monitor and how? The Board expressed their pleasure with the Business Plan.

B4: Financial Conditions

The Board reached consensus that the data and interpretation were sufficient to demonstrate compliance. The Board asked clarifying questions on the report.

Monthly GM Report

The Board asked clarifying questions on the report.

Board Monitoring

D9: Cost of Governance

Wayne reviewed this policy and found that the Board was in compliance and recommended discussing the ORC's outreach mechanisms in more detail in the future. The Board noted that this policy uses "We" rather than "the Board" as in other policies.

D2: Board Job Products

Brian reviewed this policy and found that the Board was in compliance but recommended a change in language style. The Board found that this policy needs to be reworded.

Future Planning

Open Member Time Response

The Board thanked Allison Searson for attending.

Review BOD Calendar

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

Wrap up

- A lot of reading, but the Board was well prepared with questions.
- Board education discussion time is a great idea, Allison did a great job.
- Michael's time mediation was appreciated.

Executive Session

The Board entered Executive Session at 8:20pm. The Board moved out of Executive Session at 8:45pm.

Adjourn

The Board adjourned at 8:45pm.

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.

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

Rachel will work with **Faye** to reword the D2 policy.

Allison will update the online policy register.