

Onion River Co-op/City Market

Board of Directors Meeting

August 27, 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

Pat Burns, General Manager

Allison Weinhagen, Director of Member Services

Liz Dykes, Member Services & Board of Directors Coordinator

Serrill Flash, Member

Jennifer Kennelly, Chief Financial Officer

Terry Jeroloman, Member

Preliminaries

A quorum was established and the meeting started at 6:03. Agenda Review: Don Schramm Award Recipient moved to Executive Session

Review minutes

The agenda was approved with the following changes: the Don Schramm Award conversation will move to Executive Session. The July minutes were accepted as written.

Open Member

Terry introduced himself as a Board candidate. Serrill shared some updates on the Keep BT Local telecom co-op and would like to make sure that City Market is supporting the telecom co-op as we're able.

Member Engagement:

The Don Schramm award was moved to Executive Session.

Member Meeting agenda/update

Allison presented the Member Meeting agenda draft. The Meet the Candidates and Don Schramm Award portions of the meeting will be videotaped for those members not in attendance. The Board provided feedback to Allison. Wayne will present the Don Schramm Award. Rachel and Molly will facilitate the Meet the Candidates portion of the meeting. A Staff member will be available to read a candidate's statement if the candidate isn't present.

Seed Grant update (uncashed patronage refund checks)

Allison provided the Board with an update on City Market's plans for uncashed patronage refund checks.

Board Education and Discussion:

Patronage Dividends article

The Board discussed this article.

Patronage Dividend proposal

Pat and Jennifer presented their Patronage Dividend proposal. The Board decided that 100% of the eligible profits should be allocated to a Patronage Dividend. The Board decided that 60% of the allocated profits should be distributed to the ORC members.

GM Reporting

A Ends

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

Board Members gave kudos to the staff and asked clarifying questions.

B6 Monthly GM Report

Pat presented this report to the Board.

Round up for Change

City Market will be offering their customers a way to donate to a local cause.

Board Monitoring

D6 Board Meeting

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

D3 Board Officers roles

Rachel 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.

Board Member Orientation

Board will decide offline who will attend the upcoming orientation.

Incumbent candidates

Nancy is not planning on running for another term. Brian is planning on running.

Wrap Up

- Decisions were easy, based on clear information
- The organization is suffering from a lack of page numbers

- Dessert great and gluten free!
- Great dinner presentation
- Seed Grant update was a great update on organizations that ORC supports and on activities the ORC supports.
- Hats off to the City Market team for Ends report results

Executive Session

The Board entered Executive Session to discuss the Don Schramm Award Recipient at 8:30pm.
The Board moved out of Executive Session at 9:00pm.

Adjourn

The Board adjourned at 9:00pm.

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 provide Front Page Forum samples to the Board members for posting.

Faye will update the typo in policy D6: Board Meetings.