

Onion River Co-op/City Market

Board of Directors Meeting

August 24, 2015

Board Attendance:

Julia Curry, Board Member, President

Faye Conte, Board Member, Vice President

Brian Guy, Board Member

Joanna Grossman, Board Member

Wayne Warnken, Board Member

Charles Baldrige, Board Member, Treasurer

Allison Searson, Board Member

Absent:

Rachel Jolly, Board Member, Secretary

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Allison Weinhagen, Director of Community Engagement

Jennifer Kennelly, Director of Finance

Serrill Flash, Member

Candace Page, Member

Mike Dabney, Member

Josh Donabedian, Member

Liz Gleason, Member

Robert Roesler, Paul Frank + Collins

A quorum was established and the meeting started at 6:01PM.

Preliminaries

Review Agenda

There were no amendments to the agenda.

Review Minutes

The July 27, 2015 minutes were accepted as written.

Review Follow-Up Items

Several completed items were removed from the July follow-up list.

Open Member Time

Board Members introduced themselves and welcomed visiting potential Board candidates and Members.

Mike Dabney, Candace Page, Liz Gleason and Josh Donabedian all introduced themselves as potential Board candidates.

Approve Percent of Patronage to Refund

John shared that he and Jennifer worked together to craft the recommendation and associated report. Board Members expressed appreciation for the clear and detailed information that anticipated any questions they might ask. Board Members suggested including information on percentage of sales in next year's report and suggested ways to educate Members about this year's Patronage Refund amounts.

The Board agreed to designate 100% of Member-sourced profits to the FY2015 Patronage Dividend. The Board agreed with the recommendation to refund 55% of that amount to Members.

Update on Member Meeting Plans

Allison shared the draft agenda for Member Meeting (Wednesday, October 14) along with updates to childcare and incentives for Members to both RSVP and attend the meeting. Faye will cover the Don Schramm Award agenda item. Joanna will cover the Meet the Board Candidates agenda item. The Member Q&A agenda item will be updated to have John and Julia covering.

GM Check-In

John asked the Board for feedback to share how reality differs or is the same based on what the Board learned about him in the interview process. He asked for both positive and constructive feedback.

Board Members shared their appreciation for John's work thus far and felt that the traits they hired him for are the ones they're seeing in practice. Some Board Members shared that they'd also enjoy being an employee for a day to understand how our employees see the change in leadership.

John shared that the Leadership Team has been supportive of him and of the leadership transition. He feels that the continued health of the organization is in part due to the smooth transition and Pat's work as GM. He also shared some feedback about Member interactions; Members have shared candid and open feedback with John as he introduces himself in the store and out in the community. John also provided an update on the recent eastern corridor GM meeting in North Carolina and appreciates the support from other Co-op GMs.

Brian suggested that in September John consider sharing how his first couple months have been compared to what he learned and anticipated from the interview process.

Board Monitoring

D6: Board Meetings

Wayne reviewed D6 and reported that he feels the Board is in compliance. The Board agreed with Wayne's determination of compliance.

GM Reporting

Julia reminded the Board that reviewing the Ends policy is a two-month process. She's hopeful that the Board will accept the report tonight with the understanding that there will be time next month for more open conversation on that report.

Monthly GM Update

John presented his report to the Board and shared the discussion of the “new normal” and “mid-level shoppers” that NCG Co-ops have been having over the past year (and at several of the conferences that he’s attended in the past couple of months). He hopes that the Board will put something on the agenda for a future conversation about these topics.

A: Ends Policy

John shared some highlights in the Ends report noting that overall the report is quite similar in format to last year. John noted that the data for item 8 on waste, recycling, and compost needs additional detail to explain growth in tonnage; he’s collecting that information from Casella.

Board Members discussed what “compliance” means for this report – is the Co-op making progress toward our Global Ends and can Board Members reasonably say that we’re living up to or making accomplishments toward this policy.

Board Members asked some clarifying questions about data included in the report. The Board accepted the report as showing compliance.

Future Planning

Open Member Time Response

Julia expressed her appreciation at having so many Board candidates in attendance.

Review Board Calendar

Michael confirmed that Joanna and Faye will be joining him for the Board Orientation on Wednesday.

The Board confirmed that the November meeting will be held on Monday, November 23.

Julia shared the idea of having a combined Board meeting and retreat in September or November – focusing on items like expansion and long-term visioning. She was picturing a weekend half day event that’s lighter on business, allowing more time for discussion (and not having the regular Monday evening meeting that month). Additional clarification would be needed about whether Members would be able to attend all or part of this meeting. Julia asked Board Members to consider for discussion at a future meeting.

The Board discussed the December Board meeting that falls on Monday, December 21 during the Christmas week. The Board may decide to move this meeting in the future.

Wrap Up

Faye asked a clarifying question about the Seedling Grant information, which will be shared in Executive Session.

Brian expressed gratitude for Michael’s work as Board facilitator, especially since the Board reviewed the D6 policy tonight and Michael helps make the Board meetings work so well.

Executive Session

The Board moved into Executive Session at 7:50pm to discuss expansion, personnel and award candidates. The Board came out of Executive Session at 9:05pm.

Choose Nominee for Don Schramm Award

The Board selected a nominee for the 2015 Don Schramm Award.

Additional Wrap Up

The Board continued discussion of a potential fall retreat to have additional time to discuss expansion. Julia will work on planning an October weekend retreat (day and time and length of meeting to be decided), but the Board would also have their regularly scheduled October Board meeting.

Adjourn

The Board adjourned at 9:05pm.

Action Items

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

Julia will work with **Faye** to place an item on another agenda to decide where in the Policy Register to specify the Board Election process.

Julia will add “parking lot review” to a future agenda.

Julia will add B9.4 discussion to a future agenda item.

Julia will add a strategic conversation about livable wage to a future agenda item.

Julia will create a draft Board Education Plan to share at a future Board meeting.

The Board will revisit the meeting minutes’ format in a few months.

John will present research on business plan structure when exploring expansion for a second store for a future meeting.

Rachel will update D8.2A to reflect the following change: ~~Candidates for membership~~. “Candidates for the Board.”

Julia will add an item on a future agenda for John to share topics of the “new normal” and “mid-level shoppers” with the Board.

Julia will do some legwork to plan an additional meeting/retreat in October to spend time discussing expansion.

The Board will have a future conversation to decide if the December meeting will occur on December 21, 2015.