

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

Board of Directors Meeting

September 28, 2015

### **Board Attendance:**

Julia Curry, Board Member, President  
Faye Conte, Board Member, Vice President  
Brian Guy, Board Member  
Joanna Grossman, Board Member  
Rachel Jolly, Board Member, Secretary  
Wayne Warnken, Board Member  
Charles Baldrige, Board Member, Treasurer  
Allison Searson, Board Member

### **Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, General Manager  
Allison Weinlagen, Director of Community Engagement  
Jennifer Kennelly, Director of Finance  
Liz Dykes, Membership & Board of Directors Coordinator  
Kiersten Hallquist, Board Minutes Taker

Serrill Flash, Member  
Robert O'Brien, Member  
Elizabeth Nikazmerad, Member  
Kathleen Coonrod, Member

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

### **Preliminaries**

#### Review Agenda

The Agenda were accepted as written.

#### Review Minutes

The August 24<sup>th</sup> Minutes were accepted as written.

#### Review Follow-Up Items

Four items were removed from the August follow-up list.

Julia proposed adding a “parking lot” section of the minutes and incorporating a quarterly review of these items to the Board calendar.

### **Open Member Time**

Elizabeth Nikazmerad thanked the board for formulating a formal response to her and other members of the union for their earlier presentation; the union is currently working on a response. She also reported on an employee's grievance regarding health insurance coverage for domestic partnerships; the grievance was addressed well and it was an overall positive experience.

Kathleen Coonrod expressed gratitude for the new "expansion board" in the break room for communicating the ongoing expansion planning to employees. She proposed establishing "Steward Report" time to Board Meetings in addition to the open member time to accommodate union-specific business.

Robert O'Brien thanked the Board for all of their hard work. He has met with Pat Burns in the past, and John to discuss an alternative to institutional giving to address community hunger which includes creating opportunities to directly feed hungry people in and around the store.

Kathleen Coonrod proposed the Board consider or explore New Moon Café's model for addressing local hunger.

### **Report on NFCA**

Faye gave a brief overview of the Neighboring Food Co-op Association (NFCA). NFCA works in collaboration with its member co-ops on many projects including creating a toolkit for co-ops to start their own Food for All programs and the second iteration of the Farm to Freezer program to bring regional and local frozen vegetables to co-ops' customers. It also works to promote local co-op and cooperation among co-ops. NFCA is one of the hosts of CCMA, coming to Amherst, MA next June.

John has been talking to Kari at Hunger Mountain about sharing transportation to the NFCA Fall Gathering in MA on Saturday, October 24. We have three slots available to us; John will be attending, as will Faye as an NFCA Board Member. Those who would like to attend should contact Allison Weinhagen by Monday, October 5<sup>th</sup>. If too many people are interested, Allison will check in with Julia on Board attendance.

### **Seedling Grants**

The Board received detailed information regarding the Seedling Grant process and recommendation last month to inform this month's decision. Julia observed that in a couple of cases, recommended amounts were greater than the requests. Allison Weinhagen said this was because the Member Grants Committee wanted to fund the grants indicated, which totalled less than the \$40,000 minimum in expected funding. The Committee reviewed the project budgets and found that several could realistically use additional funding from the Co-op toward their overall budget (that wasn't being covered in another way). The Board decided to approve the Seedling Grants' funding as described in the meeting packet.

Allison Weinhagen encouraged Board members to attend the Grant celebration in March; last year's was a great way to hear stories from and connect with grant recipients in a very

meaningful way. She clarified that City Market ensures the groups can handle the sizable grants based on financial information supplied by each grantee. Next year, Allison W. hopes to promote more projects focused on innovation within the local food system with the funding.

John commended Allison W. and the Committee for all of their hard work and due diligence around coordinating and overseeing this funding and the projects.

### **GM Update**

John revisited a question from last session: “How have your first few months been going? How does this compare to what you expected when you were interviewing?” He has been impressed with the learning process and his experience with the community momentum cultivated around the plans for store expansion project. He is always learning how much he “is always on” as the City Market GM.

In the past three months, he has attended an NCG conference each month and he appreciates the consistent communication.

The Board asked follow up questions. John has found reaching out to other GMs has been very helpful. John expressed the wish that he could have attended more Board Meetings prior to his start date.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board and presented some highlights, including but not limited to a store focus on improving customer service, engaging with the staff, and very mindfully and carefully moving forward with the store expansion plan.

Brian requested a progress chart for Rally for Change to track year-over-year changes. Allison W. said the data is being collected, but since the program hasn't been in place for a full year, the data won't be available until the November Board meeting.

John presented discussions he has had through initial expansion engagement at local NPA meetings, with South End businesses, at a recent Planning Commission meeting and with other small groups. City staff and representatives continue to be supportive of the project and everything is moving forward on schedule.

John shared that he has started Leadership Champlain, a program of the Lake Champlain Regional Chamber of Commerce. For the next nine months, John will be working on group project with other area business leaders.

October will be a very busy month including the Harvest Festival, Member Meeting, and partnering with other cooperatives. John asked the Board to notify him should they hear of any other opportunities to promote and support other cooperatives.

#### B1 Staff Treatment, Compensation & Benefits

The Board reviewed the B1 report. The Board asked clarifying questions.

Julia commended the efforts around the workers' compensation insurance rating. She also highlighted inconsistent language in B1.4, Item C: "compared favorably" versus "reasonably comparable." She asks that John clarify the intent in future reports.

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance. The Board accepted the report as written.

## **Board Monitoring**

### D5: Committee Principles

Joanna reviewed D5 and reported the Board is in compliance.

## **GM Reporting Continued: Ends Policy**

Julia and Faye clarified the purpose of reviewing this policy.

The Board broke into small groups to discuss this policy and to discuss the big picture behind it and then returned to full session to report on the conversations that occurred in the small groups. Discussions included but were not limited to overlapping mission items, narrative/qualitative metrics to measure outcomes, alternative long-term goals, and what is lost when looking at items separately versus as an integrated and overarching mission item.

Julia proposed the language address economic well-being "to give a higher level of specificity as to what kind of impact we are trying to make." The Board considered local population outcomes versus program outcomes, as well as the possibility for community collaboration and community benchmarks. "Results Based Accountability" was discussed as an evaluation framework that distinguishes between population and program outcomes – the things you can control and the things you are trying to impact.

John reported his group highlighting the need to better define local food systems.

Joanna shared the opinion that we need a more defined term than local with more intention about what we want to cultivate.

Charles shared the opinion that A2 is a little vague and that the interpretations and policy items might not be as applicable. Rachel highlighted the livable wage as an example of an item the Co-op can and is actually expounding upon. Joanna brought up the value of qualitative as well as quantitative data.

Board Members each shared their final thoughts about their Ends Policy discussion. Final thoughts included the note that there are additional items to measure that are not included in this report, the idea that we should be striving to improve and not just feel comfortable that we are meeting our goals, and the need for more emphasis on diversity. Board Members also discussed the need for flexibility in choosing data points, celebrating successes, and the opportunity to update the interpretations and data points for this report over time.

## **Member Meeting**

The Board reviewed the agenda. Board Members should arrive at the meeting well before 6:15pm (when introductions start). Rachel will be unable to attend the Member Meeting. The Meeting begins at 5:30pm and childcare will begin at 6:00pm. Board Members should RSVP as soon as possible regarding their need for childcare.

## **Future Planning**

### Open Member Time Response

Board determined that Kathleen's request for regular time during Board Meetings qualifies as a Board planning task, but felt that this request requires further conversation. Board proposed the Board Leaders discuss it outside the meeting (perhaps during an agenda planning session) and the Board welcomes revisiting the request in later meetings. Faye and Julia will follow up with the Member, to thank her for the request, and to inform her it will be discussed further.

The Board determined that Robert's request for a more direct way to address local hunger qualifies as operational work and delegated this to John. John and his team will consider the request. Faye and Julia will write to the Member, thanking him for the request and John will deliver the letter to him and follow up on the conversation.

### Retreat Planning & Logistics

The upcoming Board retreat was confirmed for October 20<sup>th</sup> in the City Market Conference Room. The meeting will begin at 5:30pm, with dinner available starting at 5:15pm. The meeting will focus on the expansion; Board members should email Julia specific questions regarding the expansion to address during the retreat and to guide the meeting agenda development. The Board should think about who they might want at the meeting (i.e. outside experts, expansion manager, professional advisors). Julia asked that the Board send her these thoughts by Monday, October 5<sup>th</sup>.

Julia is planning to attend a meeting for state-wide coops, in Montpelier (Cooperative Vermont), on Saturday, October 17<sup>th</sup>, 10am-2pm. She is attending for personal interest and invites anyone to attend with her. She is also happy to represent City Market while she is there. The Board welcomes Julia to represent City Market at the event. John indicated he may be interested in attending with Julia.

### Review Board Calendar

The Board discussed changes to be made to the Board Calendar. The Board discussed the December meeting date; the Board confirmed the meeting is on December 21<sup>st</sup>.

## **Wrap Up**

The Board shared an appreciation for the breakout sessions, a robust agenda, Member and staff perspectives at the meeting, the GM check in as an opportunity to raise additional conversation topics, and Michael's facilitation.

The Board appreciates guests and would like to explore how they might get more people at the meeting for diverse perspectives.

John shared an appreciation for the leadership team and their logistical work preparing and planning for Board meetings.

### **Executive Session**

The Board moved into Executive Session at 8:32pm to discuss expansion and contracts. The Board came out of Executive Session at 9:38pm.

### **Adjourn**

The Board adjourned at 9:38pm.

### **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 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.

**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 add “Parking Lot action items review” to the Board Calendar, and the Board will begin keeping a list of long-term action items.

**The Board** will inform Allison Weinhagen no later than Monday, October 5<sup>th</sup> if they would like to attend NFCA Fall Gathering this year.

**Allison Weinhagen** will plot Rally-for-Change data for year-over-year with the totals for November meeting.

**Board Members** planning to attend the Member Meeting should email Liz if they plan to use childcare. Please try to RSVP for childcare ASAP (deadline is technically October 7<sup>th</sup>).

**Julia and Faye** to follow up thanking members for their request and reporting the requests are under consideration - one with the Board and the other with John and his team.

**The Board** should email Julia questions regarding John’s memo and the expansion to help inform/shape the Board Member Retreat agenda. Also, the Board should think about who they might want at the meeting (i.e. outside experts, expansion manager, professional advisors, etc.). Get Julia responses by October 5<sup>th</sup>.