

Onion River Co-op/City Market

Board of Directors Meeting

January 25, 2016

Board Attendance:

Julia Curry, Board Member, President
Faye Conte, Board Member, Vice President
Joanna Grossman, Board Member
Wayne Warnken, Board Member
Charles Baldrige, Board Member, Treasurer
Allison Searson, Board Member
Ali Kenney, Board Member
Liz Gleason, Board Member
Rachel Jolly, Board Member, Secretary

Absent:

None

Also in attendance:

Michael Healy, Board Facilitator
John Tashiro, General Manager
Allison Weinhagen, Director of Community Engagement
Liz Jarvis, Membership & Board of Directors Coordinator
Kiersten Hallquist, Board Minutes Taker
Serrill Flash, Member
Don Schramm, Member
Damian Sedney, Member
Jennifer Kennelly, Director of Finance

A quorum was established and the meeting started at 5:59PM.

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The December 21, 2015 Minutes were accepted as written.

Review Follow-Up Items

No items were removed from the December action items list.

Open Member Time

Serrill Flash and Don Schramm introduced themselves to the Board, in light of new Board Membership.

Review Style of Board Minutes

The Board set out to agree on essential content and appropriate style for meeting notes, moving forward.

The Board would like to see less detail; this would allow for a more efficient review, a focus on accuracy, and a focus on decision-making.

Someone suggested maintaining the same detail, but adding a summary or highlight line item at the bottom of each section. The Board also considered bolding important sections.

The Board also asked about the legal obligations or sanctions on minute-taking.

Board Education Events

CBLD Training

Liz shared her experience attending the Keene, NH board training.

NOFA Conference (Feb 13 – Feb 15)

Joanna plans to attend, but is not sure whether she would like to attend Saturday or Sunday.

Wayne would like to attend both days. Charles would like to attend Saturday. Allison Searson would like to attend Sunday.

Co-op Café (March 12)

No Board Members are able to attend the Co-op Café, this year.

Review Parking Lot

Bolded items were items identified as “top priority” at the last retreat; Julia asked the Board to review these items and reflect on whether they are still considered “top priority” and should thus be considered at the up-coming retreat.

The Board asked clarifying questions about the annual retreat, and Julia explained some of the retreat goals.

The Board discussed items they might want to bring to their annual retreat, which included but was not limited to keeping “Food & Security” and “The New Normal” as a priority for the retreat and removing “Improve Director Knowledge and Continuity” from a retreat focus and simply making it part of the conversation the Board is working on longitudinally, throughout the year.

Someone appreciated using the Parking Lot to direct the retreat, but suggested the Board also consider using the retreat as an opportunity for “Vision Work.” The Board could combine “Vision Work” and “Education” at the up-coming retreat.

The Board noted they’ve completed a number of items that were placed in the Parking Lot. This was the first “Quarterly Review of the Parking Lot,” and the Board discussed potential ways they might use the time in the future to continue to improve the tool.

John suggested using the “Vision Work” to set goals for the long-term, and then the Board will want to make sure it continues to ask how their current work fits into the Vision.

Declaration of Board Officer Candidates

Board Officers are selected annually, so Board Members were invited to share their experiences in officer roles and share if they had an interest in serving in a specific role. Officers will be selected next month.

Charles shared his experience serving as the Board Treasurer, which included interacting with the auditors and having knowledge of the balance sheets.

Rachel shared her experience servings as the Board Secretary, which includes documenting the Board Policy Register and authorizing the voting process. The Board Secretary also proofs the minutes.

Faye shared her experience serving as the Board Vice President, which includes supporting the President; she attends the pre-meeting planning meeting with the President and the GM.

Julia shared her experience serving as the Board President, which includes attending the pre-meeting planning meeting, a one-on-one meeting with the GM, and drafting the meeting agenda. The President will also occasionally receive emails on behalf of City Market and the Board.

Essential aspects of Board Officer Positions are outlined in D3.

Allison Searson indicated an interest in the Treasurer position. Julia and Faye shared their interest in continuing in their current roles. Charles and Rachel would be happy to continue in their current roles, but are happy to hand it off if anyone is interested in running.

The Board will be prepared to make decisions on officers in February.

Board Monitoring

D10: Community Service Award

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

The Board discussed potential changes for the future including but not limited to considering expanding the awards roster and broadening the scope of the policy and aligning awards to “The Vision.” The Board decided to add these considerations to the Parking Lot.

GM Reporting

Monthly GM Update

John presented his report to the Board. He shared his appreciation for his leadership team and the staff as they continue to navigate the hiring process for some key senior positions at the Coop.

John also shared how the holiday gathering was a great success and proved a wonderful opportunity for the Board and Leadership Team to get to know each other; he hopes to repeat the event annually.

The Board asked follow up questions.

The Board added “Review the 3Squares, WIC sales, and other Co-op Trends in the Region to the Parking Lot.

John provided a brief update on the expansion; the Zoning Amendment is currently under consideration with the Ordinance Committee. City Council will meet on Feb 4th and Feb 16th, and he hopes the Zoning Amendment will be on the agenda for one of the meetings in order to remain on schedule with the current timeline.

New Board Members shared having follow-up questions regarding the GM report, and the Board invited new Board Members to email questions to their fellow directors or to send them to the President to present to John, and consider opening to discussion at a future meeting.

B4: Financial Condition

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

The Board asked clarifying questions. John and Jen Kennelly provided explanations of the data.

A Board Member observed that B4.6 discusses loans, but did not address investments. Investments are currently placed under B.3 (Asset Protection).

A Board member shared their appreciation of how B4.3 was presented.

The Board suggested the chart on page eight use scales of Net Worth higher than \$4M to allow for comparisons after City Market experiences growth, thus allowing for future comparisons (consider “Adding in a new interpretation line” in addition to the bank-dictated line).

Future Planning

Open Member Time Response

None.

Review Board Calendar

The Board discussed changes to be made to the Board Calendar. No changes were made.

Allison Searson is not sure if she will be able to attend the February meeting; Faye will be arriving about half-way through the meeting.

CCMA is a National Co-op Conference of food co-ops, and some Board Members generally attend this event. This year, it will be located closer to home in Amherst, MA, so the Board will not have to limit the number of people they can send this year.

Wrap Up

The Board appreciated the shorter meeting after the retreat, and extended their gratitude to Michael for keeping them on track.

Executive Session

The Board moved into Executive Session at 8:00pm to discuss expansion financials and contracts.

The Board came out of Executive Session at 8:51.

Adjourn

The Board adjourned at 8:51.

Action Items

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

John will incorporate updates on NCG compliance into Board meeting infrastructure. **John and Julia** will determine where this update might fall in the Board meeting process (ensure it happens at least annually).

Joanna will let Allison Weinhagen know whether she plans to attend Saturday or Sunday, at the NOFA Conference.

Faye add the following items to the Parking Lot

- Updating D10: potential changes for the future including but not limited to considering expanding the awards roster and broadening the scope of the policy and aligning awards to “The Vision”
- Review the 3 Squares, WIC sales, and other Coop Trends in the Region

Liz and Ali will email their questions regarding the GM update to their fellow Board Members or send them to Julia for future discussion.

John will contact the Board should he wish to solicit their support at the City Council meeting, when the expansion Zoning Amendment is up for discussion.

Allison S will determine if she can attend the February meeting.

John will distribute the market study to all Board Members.