

Onion River Co-op/City Market

Board of Directors Meeting

July 25, 2016

Board Attendance:

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

Absent:

Liz Gleason, Board Member, Secretary

Also in attendance:

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
Danielle McMahon, Member
Eric Boehm, Member
Tony Redington, Member, Pine Street Coalition
John Thomsen, Member
Jack Daggitt, Member, Pine Street Coalition
Steve Goodkind, Member, Pine Street Coalition
Al Pace, Director of Operations
Jennifer Kennelly, Director of Finance
Kim Nolan, Director of Human Resources

A quorum was established and the meeting started at 6:02pm.

Preliminaries

Review Agenda

The Agenda was accepted with the following update: Charles will review D2.

Review Minutes

The June 27, 2016 minutes were accepted as written.

Review Follow-Up Items

The Action Items list was reviewed and accepted with four items removed.

Open Member Time

John Thomsen introduced himself and shared interest in running for the Board.

Al Pace introduced himself as the new Director of Operations, on his first day.

Several members of the Pine Street Coalition addressed the Board. Steve Goodkind hopes to discuss the Southern Connector and the impact of traffic on the South End, and to present a proposed plan. Tony Redington discussed the redesign of the parkway, and he presented a map of the proposal and the redesign guidelines to the Board. Currently, Tony intends the presentation to be informational with the long-term hope to re-open the conversation; Steve and Tony offered to return for a formal presentation should the Board wish to incorporate them into a future agenda. Jack Daggitt presented maps to the Board.

Eric Boehm introduced himself to the Board and shared his interest in running for the Board.

Dani McMahon shared her interest in running for the Board.

Kim Nolan introduced herself as the new Human Resources Director, currently in her third week with City Market.

Review Member Meeting agenda and elections process

The member meeting agenda item will be moved to August or September; the member meeting will be held in October.

Allison Weinhagen provided a brief overview of the election process. She presented a summarized election timeline. Candidate applications are due September 02.

The Board asked clarifying questions.

Strategic Conversation

Encouraging Member Voting

Julia asked what the Board might be able to do to encourage Member voting. The Board discussed what influences voting participation or decisions not to participate. The Board contributed several ideas around how to encourage voting.

The Board would like to debrief, post-election, on new tools applied and outcome data.

Board Recruitment

Faye presented a proposal to the Board on behalf of the Board Perpetuation Committee. The Committee proposed developing a standing committee with a charter; the new committee would meet once or twice during the spring season and then dissolve each year, following election season preparations.

Faye noted the ah-hoc Board Perpetuation Committee charter was due to expire in February; it concluded with no recommendations. The Board decided to officially dissolve the Board Perpetuation Committee charter.

The Board asked clarifying questions regarding the proposal to develop a standing committee to address Board recruitment on an on-ongoing basis. The Board would like to keep the Committee under consideration.

Call for Don Schramm

The Board emailed ideas to Liz Jarvis to verify Membership, and the Board will submit their official nominations to Liz Jarvis or Allison Weinhagen by August 8th deadline. Household Members are eligible for the award.

Board Monitoring

D2: The Board's Job

Charles reviewed D2 and reported the Board is in compliance. The Board asked clarifying questions and discussed policy language.

GM Reporting

Monthly GM Update

John presented his report to the Board. Some highlights included City Market finalizing the hiring process and now having a complete leadership team, appreciation for City Market's quality hiring and on-boarding processes, and the South End and Old North End expansion planning progress.

The Board asked clarifying questions and shared personal observations.

B2: Budgeting & Financial Planning

The Board asked clarifying questions and shared observations. The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance. The Board accepted the report as written.

B4: Financial Condition

The Board asked clarifying questions, shared observations, and discussed metrics. The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance.

2017 Business Plan

John presented the 2017 Business Plan to the Board. John shared his appreciation for significant contributions from Kevin Stapleton at the Vermont Department of Labor. The Board shared observations and asked clarifying questions.

Future Planning

Open Member Time Response

The Board is not currently planning to add the Parkway Proposal on a formal agenda in the immediate future; they shared their trust and reliance on the expansion team. Julia will reach out to thank Steve, Tony, and Jack for their presentation, and will invite them to reach out to John with any additional information.

September Tabling Dates

Julia asked members who are not currently up for re-election if they are interested in tabling. Faye, Allison Searson, Charles, Ali, and Rachel are eligible to table.

Facilitated Diversity Discussion

Julia presented a proposal to hire a facilitator to facilitate a discussion on Board diversity. The Board asked clarifying questions. The Board shared their support for the proposal.

Mini Retreat

Julia presented a proposal out of the Planning Group to use the mini-retreat format (half-day meeting; approximately 3 hours) to focus on operational changes under development in preparation for expansion, in an effort to preemptively consider potential Board monitoring changes as a result of the expansion. The Board shared their support for the proposal.

Review Board Calendar

The Board accepted the calendar with the following changes: Move Member Meeting agenda to August (from July); Joanna volunteered to review D6 in August.

Wrap Up

None.

Executive Session

The Board moved into Executive Session at 8:28pm to discuss expansion contracts.

The Board came out of Executive Session at 9:00pm.

Adjourn

The Board adjourned at 9:00pm.

Action Items

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

John and Julia will present on the Lending Program at a later board meeting.

Liz will finalize and share minutes from June 8th conference call.

Faye and Julia will share their revised work-plan at the August meeting and will incorporate diversity into the plan.

Faye will support **Liz Gleason** to note dissolution of the Board Perpetuation Committee charter in the official record.

The Board will submit formal nominations via email to Allison Weinhagen for the Don Schramm award by the August 8th deadline.

Allison Weinhagen will follow up with Faye and Allison Searson regarding their current tabling sign up conflicts, and Allison Weinhagen will email eligible tabling members with a tabling sign up.

Julia will follow up with formal response to the Pine Street Coalition.