

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

Board of Directors Meeting

August 22, 2016

### **Board Attendance:**

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

### **Absent:**

Rachel Jolly, Board Member  
Allison Searson, Board Member, Treasurer  
Wayne Warnken, Board Member

### **Also in attendance:**

John Tashiro, General Manager  
Liz Jarvis, Membership Manager  
Kiersten Hallquist, Board Minutes Taker  
Serrill Flash, Member  
Jennifer Kennelly, Director of Finance  
Sarah Alexander, Member  
Robyn Baylor, Member  
Eric Boehm, Member  
Aaron Glosser, Member  
Amy Powers, Member  
Stuart Warshaw, Member

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted with the following update: The Don Schramm Award was moved to Executive Session.

#### Review Minutes

The July 25, 2016 minutes were accepted as written.

#### Review Follow-Up Items

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

### **Open Member Time**

Eric Boehm, Sarah Alexander, Amy Powers, Stuart Warshaw, Aaron Glosser, and Robyn Baylor introduced themselves and shared interest in running for the Board.

### **Review Member Meeting agenda**

The Board reviewed the Member Meeting agenda for the October 12 Meeting. The Board shared their appreciation for the agenda format and asked clarifying questions.

John announced the ECHO Center will be the site for this year's Member Meeting.

The Board suggested the photo occur prior to the 6:15pm welcome; Board members will need to arrive early.

The Board suggested a "What the Board Does" presentation as part of opening for the Board candidate presentations, and also having a display board presenting role of the Board.

Member Meeting Assignments: Ali Kenney will greet and introduce the candidates; Liz will present the Don Schramm Award if someone who knows the person well is unavailable.

### **Don Schramm Award**

*Item was moved to executive session.*

### **Patronage Refund**

John and Jennifer Kennelly presented the Patronage Refund process and their recommendation to the Board. The Board asked clarifying questions. The Board suggested Members might find statistics on how Member contributions contribute to the expansion and store improvements helpful and appreciated.

The Board approved \$1.6M as the 2016 patronage dividend; they voted to retain 60% and refund 40% of the Patronage Refund per John and Jennifer's recommendations.

### **Board Work Plan**

Faye presented the Work Plan. The Parking Lot items inform the Work Plan. Faye suggested removing the Parking Lot as an agenda item moving forward; she will continue to monitor and maintain the Parking Lot items and ensure essential items are incorporated into the Work Plan.

### **Board Monitoring**

#### D6: Board Meetings

Joanna reviewed D6 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. The Board asked clarifying questions and shared personal observations.

Pat Burns is currently serving as Interim Operations Manager during the formal search, which will occur over the next month.

### A - Global Ends

John presented the Ends report. The Board asked clarifying questions, shared observations, and discussed specific metrics.

The Board highlighted some of the report's items for discussion. The Board made some suggestions for changes including having a third-party provide the specific price comparison analysis, surveying price perceptions, incorporating the environment and staff into the Ends Policy because the Ends report reveals how much the Coop does to support and honor both, separating the break-down of local product sales (i.e. prepared foods versus items), percentage of transactions that decide to round up for Rally for Change, Member testimonies on what it means to them "owning a co-op", and additional metrics on staffing.

In regards to the policy, itself, the Board suggested re-working/re-wording the first item in the policy to read better and further defining "Healthy Community."

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

### **Future Planning**

#### Open Member Time Response

The Board thanked their guests for attending.

#### Review Board Calendar

The Board accepted the calendar with the following changes: "Ends" will remain on the calendar for September, but will not be discussed this year; Ali was present at the July meeting.

### **Wrap Up**

The Board shared their appreciation for the "Ends conversation" facilitation and meeting efficiency.

### **Executive Session**

The Board moved into Executive Session at 8:21 PM to discuss expansion contracts and grants candidates.

The Board came out of Executive Session at 9:30 PM.

### **Adjourn**

The Board adjourned at 9:30 PM.

### **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.

**Joanna** will share her meal train and transportation sign up with The Board.

**Julia** will finalize Liz's minutes from the June 8<sup>th</sup> conference call minutes and include them in the September meeting packet.

**John** will present revised member meeting agenda based on Board feedback.

**John** will verify whether or not Field Day is a UNFI brand and follow up with Joanna.

**John and Julia** will discuss potential retreat dates at their next planning meeting.

**John** will remove Parking Lot review from the Board Calendar (reviewing Work Plan covers this, now).

**Julia** will reach out to a specialist about a facilitated diversity discussion.