

Onion River Co-op/City Market

Board of Directors Meeting

October 24, 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
Liz Gleason, Board Member, Secretary
Rachel Jolly, Board Member
Wayne Warnken, Board Member

Absent:

Ali Kenney, Board Member

Also in attendance:

John Tashiro, General Manager
Pat Burns, Director of Operations
Kim Nolan, Director of Human Resources
Liz Jarvis, Membership Manager
Allison Weinhagen, Director of Community Engagement
Michael Healy, Board Facilitator
Kiersten Hallquist, Board Minutes Taker
Ethan Hurley, Member
Jennifer Kennelly, Member
Sarah Alexander, Member

A quorum was established and the meeting started at 6:03pm.

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The September 26, 2016 minutes were accepted with the following changes: add Michael Healy as an attendee of the meeting.

Review Action Items

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

John will present a business plan in April/May of next year. John will present on the Lending Program at the November meeting.

John, Faye, and Julia will move retreat planning to their business plan and will present dates to the Board at a later meeting.

Open Member Time

No Members spoke.

Member Meeting Wrap-up

Allison shared some new features of this year's Member Meeting, such as the new venue site and start time. The Meeting had an 18% increase in Member turn-out (more than double what the store hosted only a few years ago). A feedback survey is almost finalized and will go out within the next week or two.

The Board shared their observations and feedback they received from other members.

The Board and Allison Weinhagen shared their appreciation for all of the work the Prepared Foods and Community Engagement staff contributed to this meeting and the staff who kept the store going during the meeting.

John shared his appreciation to the Board for their support and involvement, and the extra effort and dedication to Member Meeting success.

Board Election Results

Allison Weinhagen presented on the Board election, which closed on October 21, at 11:59 PM. The election processed 508 votes, which was a 25% increase from last year, and involved nine candidates running for four seats.

The Board shared their observations on the Board tabling experience.

The Board will review the GM's Board Election monitoring report at the December meeting, which is on the meeting calendar.

NCG Compliance Review

John provided the Board with a brief overview of the NCG Compliance Review, to ensure the Board is aware of the process and relationship. The process is a review and renewal every other year; and while this is not a renewal year, John wanted the Board to continue to be aware of the document.

The Board asked clarifying questions about the Co-ops relationship with NCG.

John has quarterly check-ins, or reviews, with the NCG representatives from the Eastern Corridor to allow for between reviews and adjustments.

Board Monitoring

D4: Board Members' Code of Conduct

Liz reviewed D4 and reported the Board is in compliance.

Liz asked the Board to discuss the phrasing in 2.D. for additional clarification and education.

Faye suggested the Board address conflict of interest within this policy. The Board determined this decision warrants an in-depth conversation and will revisit this at a future meeting.

D3: Board Officers, Elections and Roles

Wayne reviewed D3 and reported the Board is in compliance.

GM Reporting

Monthly GM Update

John presented his report to the Board. The Board asked clarifying questions and shared personal observations.

B – Global Executive Constraint

John presented the B report. The Board shared observations.

The Board accepted the report as demonstrating compliance with the policy.

B4: Financial Condition

John presented the B4 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics.

The Board shared their appreciation for the data presentation format, especially in light of the current expansion endeavors.

John and Jennifer presented on specific data revealing quarterly growth, trends, and areas presenting challenges.

The Board accepted the report as demonstrating compliance with the exception of B4.3. The Board accepted the GM's explanation of the plan.

Future Planning

Open Member Time Response

None.

Facilitated Diversity Discussion

Faye provided an update on the progress planning for a facilitated diversity discussion. Faye will keep this on the Board leadership's radar for future development and discussion.

Date of Mini Retreat

The mini retreat was discussed during the review of the action items. See action items for notes.

Review Board Calendar

The Board accepted the calendar as written.

Wrap Up

The Board shared their appreciation for fellow Members' preparation and dedication to reviewing content in advance.

Executive Session

The Board moved into Executive Session at 7:38 PM to discuss expansion decisions.

The Board approved a change in the Flynn Ave LLC to Partnership Option B and approved the General Manager to sign a letter of commitment with Mascoma National Bank for a South End store loan.

The Board approved the lease agreement with Redstone for the ONE location

The Board came out of Executive Session at 9:27 PM.

Adjourn

The Board adjourned at 9:27 PM.

Action Items

John will present on the Lending Program at the upcoming November board meeting.

Julia will plan for a group Board photo at a future Board meeting.

Faye will move the following tasks to the work-plan calendar for April/May: John will present research on business plan structure when exploring expansion for a second store for a future meeting.

Liz will sign off on the Board election results at the end of the meeting.

Allison Weinhagen will survey the Board tabling participants on their experience and thoughts on tabling.

Allison Weinhagen will add the following to the election process next year: provide the Board secretary with the paper ballots to have a second review, further ensuring they were logged accurately.

Julia will add “Calendar Review” to the agenda for next month’s meeting.

John will begin planning the holiday social for the Board and Leadership Team.