

Onion River Co-op/City Market

Board of Directors Meeting

November 28, 2016

Board Attendance:

Julia Curry, Board Member, President

Faye Conte, Board Member, Vice President

Charles Baldrige, Board Member

Joanna Grossman, Board Member

Liz Gleason, Board Member, Secretary

Rachel Jolly, Board Member

Allison Searson, Board Member, Treasurer (via conference call)

Wayne Warnken, Board Member

Ali Kenney, Board Member

Absent: none.

Also in attendance:

John Tashiro, General Manager

Michael Healy, Board Facilitator

Liz Jarvis, Membership Manager

Tim George, Director of Finance

Kim Nolan, Director of Human Resources

Kiersten Hallquist, Board Minutes Taker

Jennifer Kennelly, Member & In-coming Board Member

Eric Boehm, Member & In-coming Board Member

Ethan Hurley, Member

Serrill Flash, Member

Kathleen Coonrod, Member

Garth Allen, Senior Audit Manager, Gallagher, Flynn & Company

Steve Austin, Audit Partner, Gallagher, Flynn & Company

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

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The October 24, 2016 minutes were accepted with the following changes:

- “No members spoke” versus “None.”(page 2)
- “Demonstrating compliance with the exception of B4.3” (page 3; B4)
- ~~“The Executive Director”~~ to “the General Manager” (page 4; Executive Session)
- Add “o” to “of” after “sign a letter” (page 4; Executive Session)

Review Action Items

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

Open Member Time

No Members spoke at the meeting.

Lending and Investment Policy and Process

John presented on the Lending and Investment Policy and Process. He noted one correction in the packet, in the third paragraph (background): store manager changes to “Assistant Director of Operations.”

The lending program addresses the operational policy to invest 5% of net earnings into local businesses, vendors, provider, members, and/or farms. City Market has met the 5% requirement.

The Board asked clarifying questions and shared personal observations. The Board suggested developing clearly defined application criteria.

GM Reporting

Monthly GM Update

John presented his report to the Board including but not limited to Thanksgiving week, store expansion, and upcoming events.

The Board asked clarifying questions and shared personal observations. The Board requested John present annual poundage of prepared food versus local food incorporated into prepared foods on an annual basis.

B3: Asset Protection

John presented the B3 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics.

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

Board Monitoring

C1: Delegation to the GM

Rachel reviewed C1 and reported the Board is in compliance. The Board shared their improvement over the past year at becoming more mindful of this policy and adhering to it.

D7: Trusteeship & Relationship to Members

Joanna reviewed D7 and reported the Board is in compliance. The Board and John shared personal observations how they’ve worked to improve compliance over the past year.

Future Planning

Open Member Time Response

The Board did not have open member time contributions to which they could respond.

Holiday Get-Together

John sent the Board proposed dates for the get-together. He is soliciting suggested activities and venues.

Scheduling of Retreats

The Board would like to provide the leadership team time to form and norm prior to establishing the full annual retreat to discuss visioning (i.e. May/June).

Thus, the Board will schedule a mini-retreat in late March or early April to discuss Board Monitoring in light of expansion: “Organizational Evolution.”

Facilitated Diversity Discussion

Faye provided the Board with an update on the planning for a facilitated diversity discussion.

Review Board Calendar

The Board accepted the calendar as written.

The Board highlighted a Board Member Training in January, in Keene, NH for their in-coming members.

Auditors’ Presentation

Garth and Steve, from Gallagher, Flynn, & Company, presented an overview of the audit, the audit process, and audit results. They highlighted that this will be the last time the Board will see City Market’s financials in this format; the store will have very different results post-expansion.

The Auditors did not have significant findings or issues of concern to report. Of the financials included but were not limited to an accounting policy change related to leases, which will occur in 2021 and will impact financial statements in the future; investments in other cooperatives; and member value as it compares to member shares. They noted they would like to look more closely at active versus inactive membership at the next audit.

The Board reviewed the Auditors’ findings and asked clarifying questions.

Wrap Up

The Board shared their appreciation for the auditors’ simplification and clearly presented data.

Executive Session

The Board moved into Executive Session at 8:10 PM to check in with auditors, discuss expansion decisions, and to hear personnel updates.

The Board came out of Executive Session at 9:20 PM.

Adjourn

The Board adjourned at 9:20 PM.

Action Items

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

The Board will RSVP to John for the winter special celebration by Wednesday, December 7; please also submit any ideas for activities or venues (for both current and incoming members).

John will follow-up with incoming board members with information regarding the January 7, 2017 CBL 101 Training, in Keene, NH.