

Onion River Co-op/City Market

Board of Directors Meeting

December 19, 2016

Board Attendance:

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

Wayne Warnken, Board Member

Ali Kenney, Board Member

Absent:

Julia Curry, Board Member, President

Also in attendance:

John Tashiro, General Manager

Michael Healy, Board Facilitator

Liz Jarvis, Membership Manager

Lynn Ellen Schimoler, Director of Purchasing and Merchandising

Allison Weinhagen, Director of Community Engagement

Jennifer Kennelly, Member & In-coming Board Member

Eric Boehm, Member & In-coming Board Member

Ethan Hurley, Member

Serrill Flash, Member

Peter MacAusland, Member

A quorum was established and the meeting started at 6:05 PM.

Preliminaries

Review Agenda

The Agenda was accepted as written with the addition of proposed changes to Board Election policies before Board Monitoring and a look at an additional asset protection addendum to accompany last month's B3 policy before the monthly GM report.

Review Minutes

The November 28, 2016 minutes were accepted as written.

Review Action Items

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

Open Member Time

No Members spoke at the meeting.

Review of Board's Work Plan

Faye led a review of the Board's Work Plan highlighting the Board's priority areas. She asked the Board to start thinking about the 2017 plan as they reviewed the 2016 plan.

The Board asked clarifying questions about the Work Plan.

The Board shared their feedback about the Work Plan including but not limited to their appreciation for the work that went into it and the layout; a suggestion to add a set of learning tools to help gain additional financial knowledge and background such as a financial mini retreat or CBLD workshop; A suggestion for the 2017 Work Plan of structuring time for learning about expansion from other co-ops in person if possible.

Edits to Election Process in Board Policy

Faye noted that multiple policies have inconsistent language regarding the election process. Faye proposed changes to D3 and D9 that are more consistent with each other, resulting in the Secretary reviewing the paper ballots and one Board officer certifying the elections process and results.

The Board asked clarifying questions.

The Board decided to adopt the proposed changes to the D3 and D9 policies.

Board Monitoring

D11: Board Perpetuation

Wayne reviewed D11 and reported the Board is in compliance. The Board noted issues with the language of this policy, including its inability to properly address the Board's goals for Board Perpetuation and the discrepancies between D11.1 and D11.2. John also suggested updating the language of this policy to highlight the intention of the Board in regards to Board perpetuation. Faye will add a possible update of the D11 policy to the Parking Lot List.

Proposal on Board Perpetuation

Faye presented the Board Perpetuation Proposal to the Board to recognize that Board Members might not have the needed time to devote to forming a Board Perpetuation committee at present. The proposal includes Faye doing additional research and working with staff on some questions around Board perpetuation to gain feedback on whether larger process changes are needed.

The Board approved the Board Perpetuation Proposal. Allison S. offered to assist Faye with making calls as needed.

Follow Up to Asset Protection

John highlighted his follow up to the asset protection portion of the B3 policy, B3.7, which was provided at the start of the meeting.

GM Reporting

Monthly GM Update

John presented his report to the Board and shared some highlights, including an introduction of Lynn Ellen Schimoler, the new Director of Purchasing and Merchandising. He noted a flattening of sales growth and described steps taken to research this trend, understand how transactions are being

impacted, and follow up with other co-ops. John highlighted the possible impact of our new Co-op Basics program. He also noted that this report is measuring against a particularly strong, record breaking sales month last year. Monitoring of our prices through regular price comparisons within the marketplace will continue and John will be reaching out to other GMs to find out any steps that they may be taking in reaction to this trend.

The Board asked clarifying questions and shared personal observations, including an observation that reporting on sales and comparing between fiscal years will become even more challenging with the opening of the South End store.

B8: Board Elections

John presented the B8 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.

B11: Subsidiary Business

John presented the B11 report to the Board. The Board asked clarifying questions about this new policy, shared observations and appreciation, and discussed specific metrics.

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

Recognition of Outgoing Members

Faye, on behalf of herself and Julia, who regretfully could not attend due to a work conflict, expressed their gratitude for the three outgoing Board Members. The Board and staff shared their memories of and gratitude for Rachel, Joanna, and Liz.

Future Planning

Open Member Time Response

The Board did not have Open Member Time contributions to which they could respond.

Review Board Calendar

The Board accepted the calendar as written.

Holiday Get-Together

John shared details of this year's Holiday Get Together which will take place at Revolution Kitchen followed by Champlain Lanes with transportation provided.

Scheduling of Retreats

The retreat will now take place in May. John offered four dates which the Board will get back to him about by December 28.

Wrap Up

The Board shared their appreciation for the format of the outgoing Board Member recognition, for Faye's strong leadership during the meeting, and for the delicious dinner.

Executive Session

The Board moved into Executive Session at 8:12 PM to discuss expansion and personnel contracts.

The Board came out of Executive Session at 9:05 PM.

Adjourn

The Board adjourned at 9:05 PM.

Action Items

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

Faye will update D3 and D9 with the proposed language changes to add to the Policy Register.

Faye will add an item to the Parking Lot to look at possible changes to the D11 policy.

Faye will research possible growth and improvements to the Board Perpetuation process.

The Board will respond to John about the May retreat by December 28.