

Onion River Co-op/City Market

Board of Directors Meeting

July 24, 2017

Board Attendance:

Julia Curry, Board Member, President

Charles Baldrige, Board Member

Allison Searson, Board Member, Treasurer

Jennifer Kennelly, Board Member, Secretary

Sarah Alexander, Board Member

Wayne Warnken, Board Member

Faye Conte, Board Member, Vice President

Ali Kenney, Board Member, via conference call (left call at 8:01pm)

Absent:

Eric Boehm, Board Member

Also in attendance:

John Tashiro, General Manager

Allison Weinhausen, Director of Community Engagement

Michael Healy, Board Facilitator

Tim George, Director of Finance

Liz Jarvis, Membership Manager

Kiersten Hallquist, Board Minutes-Taker

Serrill Flash, Member

Ethan Hurley, Member and Prospective Board Member

Ross Predom, Member and Prospective Board Member

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

Preliminaries

Review Agenda

The Agenda was accepted with the following change proposed by John and Julia: moving the 2018 Business Plan into executive session. Monitoring would still occur during regular session. The Board supported the change under the condition that this change does not set a precedent; the Board will revisit this structure each year.

Review Minutes

The June 26, 2017 minutes were accepted with the following change: added John to Allison W.'s action item, related to B9.

Review Action Items

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

Open Member Time

The Board introduced themselves to Members in attendance. Members were invited to comment.

Serrill shared his disappointment in a perceived lack of support and awareness from the Board for the BTV Local Cooperative. He shared contact information for the Board, should they wish to research it further, and he provided the Board with educational materials. Serrill requested the Board further engage in the discussion and consider more active advocacy for local cooperatives.

Call for Don Schramm Award

John presented the Don Schramm nomination form and requested nominations no later than August 13. The Board shared their appreciation for Liz Jarvis for verifying the Membership status of nominees.

Nominated: Emmet Mosely, who works at the Chittenden Emergency Food Shelf and distributes free meals to individuals in need with the Good Food Truck.

Nominated: Jason Van Driesche of Local Motion; citing his incredible work advocating for the community and stepping up as an executive director.

Nominated: Sean Melinn has done a lot of work in the Old North End, including work for the Vermont Brewer's Festival, the Ramble, and his local print shop, Vantage Press.

Nominated: Elzy Wick helps coordinate Black Watch, which is a soccer club that helps children of all socioeconomic backgrounds engage in soccer, and coordinates a running program at Champlain Elementary School.

Member Meeting Agenda

John and Allison W. presented a draft Member Meeting agenda to the Board. Alison W. highlighted the meeting agenda was extended a full hour. The Board reviewed the agenda and signed up to help with different portions of the meeting. Julia volunteered to provide Board introductions, however, she is still working to address a standing work meeting; if Julia is unable to excuse herself from her other work obligation, Faye volunteered to cover Board introductions.

Elections Tabling

Julia presented the Elections Table Activity to the Board, which includes setting up an informational meet-and-greet booth in Aisle 1 of the store. The Board shared their enjoyment participating in the Election Tabling, last year. Alison W. surveyed general interest: Sarah, Julia, Faye, Wayne, and Charles shared interest in supporting the election tabling.

Alison W. and John will provide the Board with a template for elections recruitment talking points in their various dissemination platforms (i.e. Front Porch Forum, email, Facebook, etc.).

John will incorporate elections recruitment into a future GM update to Members in the Onion Skin.

The Board will submit their personal resumes to Alison W. and Liz no later than Friday, September 22, to post to the website to provide additional transparency on who serves on the Board, as it is now requested from Board candidates moving forward.

The Board asked they be cognoscente of running election tabling and the Member Loan Campaign at the same time.

Term Limits in By-Laws

Faye proposed a concept to the Board regarding the bylaw addressing Board Member terms. Currently, no Board Member can serve for more than 3 consecutive terms and 9 consecutive years, which causes some challenges for Board Members who were appointed mid-term or started their term early because of a Board vacancy. Faye asked if the Board would consider changing the language in the bylaw to allow for more flexibility. The Board supported the concept.

Next step involves developing language and then language is presented to the Members for review and vote. Faye suggested running this within the year. Board amendments must be posted at least 4 weeks in advance of the election.

Alison W. currently has a contract for one electronic vote per member per year; thus, if the Board wishes to run another online election, Alison W. will need to explore a contract update to allow for additional online voting.

The goal would be to have the language finalized and proposed before next years' election.

Member Loan Campaign

John presented the Member Loan Campaign handout regarding how the Board may engage in the campaign. He invited the Board to share their own thoughts and ideas on how they might engage. The Board asked clarifying questions.

The Board signed up for specific activities:

- Charles – social media engagement
- Jennifer – social media, tabling at the cooperative, and thank you notes.
- Wayne – phone calls, tabling, and social media engagement
- Alison S. – post to social media, make phone calls, write thank you notes, tabling at coop
- Faye – all except phone calls
- Sarah – thank you notes, post to social media, tabling
- Ali – post to social media and possibly write an article
- Julia – tabling, post to social media, phone calls, thank you notes

Board Monitoring

D2: The Board's Job

Charles reviewed D2 and reported the Board is in compliance. The Board asked clarifying questions and shared observations. Some suggestions included looking at how the Board prescribes elections, looking more at how Board engagement occurs, and exploring how might the Board further develop its work capacity.

The Board decided to add developing Board Election parameters to the parking lot to revisit in December.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to transitions in the management team, improvements in the store supporting higher shopper engagement and traffic, and updates on the South End Store expansion and job recruitment.

The Board asked clarifying questions and shared observations.

B2: Budgeting & Financial Planning

John presented the B2 report to the Board. The plan is premised on changing the GM interpretation and operational definitions of “Fiscal Jeopardy.” The plan is developed on a financial plan out of compliance (not going to meet our debt covenants to achieve the expansion), but with intention: Future planning years will fall out of compliance with current GM interpretations, however, this will occur with the knowledge the Co-op will manage through the financial jeopardy. The Board asked clarifying questions.

Tim asked the Board for permission to bring a revised B2 and B4 at the August meeting, when numbers are more finalized (when books close) and will have had a preliminary review with Gallagher and Flynn. John shared this would allow him to present a better plan for addressing concerns with noncompliance. Best estimates worked in the past, but the financial planning has become much more complex with the expansion. John requested moving the B4 review to August moving forward to provide more accuracy.

The Board tabled their review and vote on the B2 report, and asked John to provide a revised B2 report at the August meeting. The Board requested additional detail in each section where noncompliance occurs to provide the reason for noncompliance and how it will be addressed.

B4: Financial Condition

John presented the B4 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics. The Board tabled a review and vote on the B4 report, and requested John to provide a revised B4 report at the August meeting.

B4.3 Plan to Return to Compliance

John presented his updated plan to the Board. The Board tabled a review and vote of the B4 report, and requested John to provide a revised B4 report at the August meeting.

2018 Business Plan

The 2018 Business Plan was moved into Executive Session during the agenda review, at the beginning of the meeting.

Future Planning

Open Member Time Response

Julia summarized Serrill’s request for the Board, independently of the rest of the Co-op, to stand in support of the BTV Local Cooperative’s mission. The Board agreed providing a letter of support or signing an email in support of the BTV Cooperative’s mission falls within the purview of the Board’s responsibility.

John provided his feedback on the request, which included his desire to have a detailed outline of the BTV Local’s plan

The Board discussed the implications of signing onto a letter of support on behalf of the BTV Local Cooperative.

The Board decided they would issue an official statement in support of the cooperative model. Julia and John will draft a public statement/letter sharing general support of the cooperative model, to develop a public statement in response to the BTV Local Cooperative efforts and run it by the Board; to be finalized and submitted no later than July 31.

In the past 24 hours, the Board received two separate emails sent directly to individual members. The Board discussed how they might respond to personal emails. As a protocol, if a Board Member receives emails independently, the Members should pass the emails along to John and Julia (general practice still stands).

Review Board Calendar

The Board reviewed the calendar and approved it as written. Sarah will review D4 Code of Conduct.

Wrap Up

The Board did not have anything to share.

Executive Session

The Board moved into Executive Session at 8:30 PM to review the FY2018 Budget, expansion scorecard and discuss creating a finance committee.

The Board came out of Executive Session at 9:43 PM.

Adjourn

The Board adjourned at 9:43PM.

Action Items

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

Julia will develop a proposal on how the Board would formally like to address loan and debt changes moving forward as soon as possible and present it for approval via email prior to the August meeting.

Allison W. and John will incorporate the Board's recommended edits to B9 to improve the language and data presentation.

John will provide the Board with background information regarding the decisions around the gardens via email.

The Board will provide Don Schramm nominations to John and Alison W. no later than August 13th.

Alison W. and John will generate a list of FAQs for the Board, as a tool to support informed discussions while Election Tabling. The Board asked for scripts on what the Board's role is to help support discussions soliciting their opinion on candidates.

Alison W. and John will provide the Board with a template for elections advertising in their various dissemination platforms (i.e. Front Porch Forum, email, Facebook, etc.)

John will incorporate election advertising into a future GM update to Members in the Onion Skin.

The Board will submit their personal resumes to Alison W. and Liz no later than Friday, September 22, to post to the website to provide additional transparency on who serves on the Board, as it is now requested from board candidates moving forward.

Faye, Charles, and Alison S. will bring proposed language for the bylaws change to the September meeting.

Faye will add “Develop Board Election Parameters” to the parking lot to revisit in December.

The Board will provide John feedback on B2 and B4 reports to help improve the report for the August delivery.

John will provide a revised B2 and B4 report to the Board at the August meeting.

Julia and John will draft a public statement/letter sharing general support of the cooperative model, to develop a public statement in response to the BTV Local Cooperative efforts and run it by the Board; to be finalized and submitted no later than July 31.