

Onion River Co-op/City Market

Board of Directors Meeting

August 28, 2017

Board Attendance:

Sarah Alexander, Board Member

Eric Boehm, Board Member

Faye Conte, Board Member, Vice President

Julia Curry, Board Member, President

Charles Baldrige, Board Member

Jennifer Kennelly, Board Member, Secretary

Ali Kenney, Board Member (via conference call)

Wayne Warnken, Board Member

Absent:

Allison Searson, Board Member, Treasurer

Also in attendance:

John Tashiro, General Manager

Michael Healy, Board Facilitator

Tim George, Director of Finance

Liz Jarvis, Membership Manager

Kiersten Hallquist, Member and Board Minutes-Taker

Ethan Alden-Danforth, Member and prospective Board Member

Frank Davis, Member and Prospective Board Member

Andrea Fisher, Member and Prospective Board Member

Serrill Flash, Member

Joanna Grossman, Member and prospective Board Member

Jim Rudolph, Member and prospective Board Members

A quorum was established and the meeting started at 6:01 PM.

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The July 24, 2017 minutes were accepted as written.

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.

Joanna suggested to the Board that they ask John and Tim to address why they did not make a different recommendation about the percentage of patronage to distribute back to Members.

Serrill shared information on the difference between corporation and cooperative and presented on the option to convert Burlington Telecom into a cooperative.

Prospective Board members shared a little about themselves with the Board and fellow Members in attendance.

Patronage Refund

John and Tim George presented the Patronage Refund process and their recommendation to the Board. John clarified that the recommendation of 30% patronage refund versus the minimum 20% is because he and his team felt that if they are in a year when the store is profitable, they wanted to be able to give back more in patronage, as the store approaches the launching of the new store and predicted lower-to-nonexistent dividends in the coming years.

The Board asked clarifying questions.

The Board approved issuing a patronage dividend for the 2017 fiscal year; they voted to retain 70% and refund 30% of the Patronage Refund per Management's recommendation.

Seedling Grants Update

John presented an update on the seedling grants committee work. The Board asked clarifying questions. This provided background information as the Board prepares to make decisions next month.

Board Monitoring

D6: Board Meetings

Wayne reviewed D6 and reported the Board is in compliance. The Board asked clarifying questions and shared observations.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to City Market receiving the governor's environmental award for the cleanup in the South End, and being nominated for six seven daisies award and receiving two.

The Board asked clarifying questions and shared observations. The Board shared excitement about the new kids club and the rise in rally-for-change donations.

Member Loan Campaign

John shared appreciation for the Board and all of the work Board Members have already dedicated to supporting the Member Loan Campaign initiative. He provided an update and overview of the current status of the campaign to the Board.

B4: Financial Condition (revised)

John presented the revised B4 report to the Board. He highlighted how the one-month extension truly allowed for John and his team to finalize additional year-end numbers in order to present a more finalized report to the Board.

The Board asked clarifying questions, shared observations, and discussed specific metrics. Except where noted in B4.3, the Board accepted the report as demonstrating compliance with the policy.

B4.3 Plan to Return to Compliance

John presented his updated plan to the Board. The Board discussed John's plan for bringing B4.3 into compliance, asked clarifying questions, and discussed metrics. The Board suggested more rigorous data collection on the kids club to capture benefits to the store and community. John highlighted plans for piloted discount campaigns in the near future.

The Board accepted John's plan for coming into compliance as reasonable.

A: Global Ends

John presented the Ends report. The Board and John broke into small groups to focus and review their policy. Groups re-convened and provided a recap on their discussions; highlights included but were not limited to the importance and challenges in addressing parking concerns, investment planning, pricing, the complex discussions around local versus organic, strengthening local food systems, and continuing to have a positive impact on your local community and constituents.

The Board asked clarifying questions, shared observations, and discussed specific metrics.

The Board accepted the report as demonstrating compliance and accomplishment, and the Board accepted the report as written.

Future Planning

Open Member Time Response

The Board shared appreciation for all prospective Board Candidates in attendance and for the information Serrill provided on the efforts behind making Burlington Telecom a cooperative.

Review Board Calendar

The Board reviewed the calendar and approved as written.

RSVPs for the September Member Meeting will open Tuesday, September 5.

Wrap Up

The Board shared their observations of an extra positive meeting, with discussion and stepping onto the balcony regarding mission and goals. The Board felt the small group format was successful, and is looking forward to additional discussion around presented concerns and questions.

The Board shared appreciation for the number of interested individuals in Board Membership.

John shared appreciation to the Board Members for the prep-work and amount of dedicated review leading up to the meeting, contributing to its positive outcomes and success.

Executive Session

The Board moved into Executive Session at 8:08 PM to discuss the Don Schramm award recipient, monitor B2 - Budgeting and Financial Planning, review the expansion scorecard, and receive an update on the South End parcel RFP.

The Board selected a recipient of the Don Schramm award. The winner will be announced at the Member Meeting in September.

John and Tim presented the B2 report to the Board. The Board asked clarifying questions in regards to the assumptions that Management used for the report. The Board accepted the report as demonstrating compliance with the policy with the caveat that Management will provide updated ratio analysis to the Board that includes the transition of the Co-op's long term note to a line of credit, following conversations with the National Cooperative Bank.

The Board came out of Executive Session at 9:36 PM.

Adjourn

The Board adjourned at 9:36 PM.

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.

John and Allison H. 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 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.

John will follow-up with Board members who volunteered for roles at the September Member Meeting.

John and Allison Weinhagen will follow-up with Board members regarding Member Loan Campaign volunteer opportunities and duties.

The Board will RSVP for the Member Meeting.