

Onion River Co-op/City Market

Board of Directors Meeting

February 26, 2018

Board Attendance:

Sarah Alexander, Board Member

Charles Baldrige, Board Member

Julia Curry, Board Member, President

Joanna Grossman, Board Member, via conference call

Jim Rudolph, Board Member

Allison Searson, Board Member, Treasurer

Absent:

Eric Boehm, Board Member

Faye Conte, Board Member, Vice President

Ali Kenney, Board Member

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Liz Jarvis, Membership Manager

Kim Nolan, Director of Human Resources

Kiersten Hallquist, Board Minutes-Taker

Tibor Bernath, Member

Serrill Flash, Member

Jennifer Kennelly, Member

Danny Weiss, Member

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

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The January 22, 2018 minutes were accepted as written.

Review Action Items

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

Open Member Time

Julia provided an overview of the Open Member Time process to all Members in attendance.

Introductions were made for all in attendance. Members were invited to comment.

Danny Weiss is currently establishing his own business making gourmet organic and vegan food. He struggles with the cost of the independent ingredients. He requested the cooperative offer Members who are food producers a cost-plus basis to be able to provide bulk product.

Tibor Bernath shared he's witnessed a lot of animals in the store, contrary to the posted rule against it. He wanted to know what the store is doing to adhere to laws regarding dogs in grocery stores. He has observed a misunderstanding between what qualifies as a service dog (permitted in the store) and non-service dogs. He asked this policy be clearly posted and to work toward a shared understanding of the rules.

Serrill Flash asked the Board for permission to share today's meeting packet with a Boston food cooperative.

Officer Elections

Julia presented on the officer election process. She provided an overview of indicated interest in the various positions thus far.

The following positions were confirmed: Faye Conte as President, Eric Boehm as Vice President, Charles Baldrige as Treasurer, and Sarah Alexander as Secretary.

CCMA Interest

Consumer Cooperative Management Association (CCMA) is the food cooperatives' national annual gathering, occurring May 31 – June 02, 2018, this year.

Julia presented the process for determining who on the Board can attend the conference. John presented an overview of the agenda and conference contents.

Joanna Grossman rescinded her interest in attending this year.

Sarah Alexander, Allison Searson, Charles Baldrige, and Faye Conte are interested in attending CCMA.

Current and Future Board Practices

Julia provided a brief overview on how the Board operates and functions to achieve its goals, in light of recent suggestions to form/charter standing subcommittees (i.e. Standing Finance Committee) and to try new formats in Executive Session.

The Use of Board Subcommittees

Thus far, the Board has not hosted standing subcommittees; however, the Board has used ad-hoc committees. Michael provided an overview of the policy-governance model approach to being a Board, focusing on the wholeness of the Board.

The Board asked clarifying questions and shared personal observations.

A more structured discussion regarding subcommittees will occur at a future meeting.

Executive Session

Julia presented on the purpose of the Executive Session to help inform a discussion on how the time is used. Executive Session is used for addressing confidential topics and open session is to allow Members to observe the work of the Board. Some Board Members shared a need to have

more space to interact with fellow Board Members and to have space for free-flowing discussion and sharing of ideas. The Board asked clarifying questions and shared personal observations.

The Board proposed incorporating some open Board-Member Time or share time on an occasional agenda.

A Board Member noted that Open Member Time is space for Board Members to also share any feedback they've received from their fellow Members, and that there is opportunity to add or modify the agenda at the beginning of a meeting.

Electronic Packets Proposal

Julia presented the proposal to receive packets electronically as a default and maintain the option for Board Members to receive paper packets. Board Members can opt-in for paper packets; the Board will revisit the opt-in option once per year, possibly in January.

Charter ad-hoc Board Perpetuation Committee

The Board discussed the following questions: Would the Board like to charter a committee to research best practices for recruiting and nominating new Board Members in light of the recent ad-hoc committee's expiration? Who would be on the committee (i.e. would it go beyond Board-only membership)?

The Board would aim to have a proposal together by May if the Board wishes to launch the process for the next election cycle.

Jim, Allison S., and Julia shared interest in serving on a Board Perpetuation Committee

Proposed revision of B6

The Board reviewed the change: "protecting the Board" to "protecting the Cooperative" in the case of emergency secession. The Board approved the update to the revision of B6.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to staffing updates, sales doing well in the South End, updates on progress in the Old North End, and settling into being a two-store cooperative.

The Board asked clarifying questions and shared observations.

B6: Emergency GM Succession

John presented the B6 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics.

John highlighted the important changes: Kim Nolan and Eric Pierce as GM first and second successors.

The Board accepted the report as demonstrating compliance with the policy. The Board accepted the report with the following change: Allison Hope's name will be updated throughout the report.

Future Planning

Open Member Time Response

The Board reviewed Danny Weiss's request. The Board determined the request was operations-related. The Board asked John to follow-up with Danny regarding his request.

The Board reviewed Tibor Bernath's request. John confirmed that policies exist regarding animals in the store. The Board determined the issue was operations-related. The Board asked John to follow-up on the request.

The Board reviewed and discussed Serrill Flash's request. John and Liz Jarvis offered their support, and invited Serrill to connect his Boston cooperative with either of them as a resource. The Board approved Serrill to share the February 26, 2018 packet information with his contacts at the Boston cooperative.

Review Board Calendar

The Board reviewed the calendar. Julia assigned upcoming policy reviews through June.

April Board Meeting is officially rescheduled for April 30th.

Open Board Member Time or share time to be added to occasional agendas, potentially quarterly.

Retreat Planning

Julia proposed goals for the spring retreat, including but not limited to reviewing staff learnings from expansion, setting the Board's goals, and looking at market trends.

Downtown (DT)/South-End (SE) Meeting Schedule

Julia presented a proposal to hold every third meeting in the SE store (quarterly). She reminded the Board the SE store closes at 9:00 p.m. John proposed starting with the April meeting, and occurring once per quarter.

Wrap Up

The food was incredible, and Joanna is feeling much better.

Executive Session

The Board moved into Executive Session at 8:05 PM to review the expansion scorecard and the FAQ about the decision on the ONE lease.

The Board came out of Executive Session at 8:50pm PM.

Adjourn

The Board adjourned at 8:50pm PM.

Action Items

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

The Board will submit their personal resumes to Alison Hope and Liz Jarvis as soon as possible.

Julia is working to finalize a GM contract, which the Board will review at a later date.

John and Tim will correct B4.2 to include the quarter one and quarter two numbers to align with the other sections of the report.

John and Tim will incorporate site data on Member Loans to B4.6 in future reports and will note the ongoing work with NCB in writing as part of B4.10 for the next version of the B4 policy.

Julia will follow-up with Eric and Ali to determine whether they are interested in attending CCMA this year.

Julia will add the following to the Board Calendar: the Board will revisit the opt-in option every January.

The Board will email Liz Jarvis if they want paper packets at board meetings, by Friday, March 02.

Julia will provide a drafted charter for the ad-hoc Board Perpetuation Subcommittee for the March meeting.

Sarah will coordinate the approved revision of B6.

John will follow-up with Danny and Tibor regarding their operational requests during Open Member Time.

John will provide the Board with the official policy regarding animals in the store.