

Onion River Co-op/City Market

Board of Directors Meeting

March 26, 2018

Board Attendance:

Sarah Alexander, Board Member, Secretary

Charles Baldrige, Board Member, Treasurer

Eric Boehm, Board Member, Vice President

Faye Conte, Board Member, President

Julia Curry, Board Member

Joanna Grossman, Board Member

Ali Kenney, Board Member

Jim Rudolph, Board Member

Allison Searson, Board Member, via conference call

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Eric Pierce, Director of Operations

Tim George, Director of Finance

Allison Hope, Director of Community Engagement

Kiersten Hallquist, Board Minutes-Taker

Caryn Long, Member

Annette Urbschat, Member

Danny Weiss, Member

A quorum was established and the meeting started at 5:59 PM.

Preliminaries

Review Agenda

The Agenda was accepted as written, with the following change: executive session was added after the wrap up.

Review Minutes

The February 26, 2018 minutes were accepted as written, with the following change: page #4, under retreat planning, change section to read “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.”

Review Action Items

The Action Items list was reviewed and accepted with seven items removed at the beginning of the meeting. One more item was removed by the end of the meeting, for a totally of eight action items from the last meeting having been removed.

Open Member Time

Annette wanted to know why the South-End Store traffic flow is currently established the way it is.

Caryn shared her experience shopping and engaging in the original store and store community. She wants to know why the South End Store was built up to be very large. She also wanted to know why the store is leasing a space in the Old North End when it doesn't plan to use the space for an Old North End store. She has heard the produce is of lesser quality than the Downtown store. She is worried the Co-op is losing its founding values in the pursuit of economic growth and might be spending too much; she shared she simply wanted to let the Board know she is concerned.

Open Board Time

Faye shared her goals in the new agenda design, which adds "Open Board Time" aims to allow for more open discussion and brainstorming, as a board.

Board Members shared their appreciation for the provided space on the agenda for discussion.

Joanna presented on her participation in her NPA Steering Committee, and their pleasant experience using the South End Meeting space.

Jim shared the Board might consider discussing Market32 during their retreat, which is in six weeks.

Ali shared the positive feedback she's received from the Burton store employees when they reach out to her during lunch breaks.

The Board discussed how they might engage in social media tools to disseminate the success of the South End Store.

Charles asked the Board to consider adding "Strategic Discussion on Member Loans and Goals Moving Forward" as a retreat discussion topic, touching on what have we learned and how can we continue to do a good job and improve the next time. He also shared a positive anecdote regarding John's presentation at a recent project planning meeting.

NFCA Annual Meeting Report Back

John, Faye, and Jim shared their experiences attending the Neighboring Food Co-op Association's 7th Annual Meeting. Highlights included, but were not limited to, quality discussions on efforts to support diversity and inclusion at cooperatives, a new Board Member receiving a quality overview of the "life-cycle" of a cooperative grocery store from start-up to fully-functioning and succeeding, serving as a resource on the experience executing a store expansion, and quality networking during and between the sessions.

NFCA is hosting peer-to-peer days and, on September 15, they are hosting a Board Peer-to-Peer Day in White River Junction, in VT. They are also hosting Coop Café on October 13.

Recognition of Outgoing Board Officers

Faye offered thanks and recognition to Board Members who served in a Board Executive position: Julia in her work as President and Allison in her role as Board Treasurer.

The Board shared personal appreciation and comments.

Community Feedback on ONE Lease Decision

The Board share personal observations and feedback they have received from fellow community members regarding the decision to not move forward with the Old North End store.

John and Faye presented on the Old North End community feedback received after formal presentations at local NPA and City Council meetings on the decision to not move forward with the Old North End location. General feedback was positive and understanding of the Co-op's goal to optimize investments.

Faye shared her appreciation to the staff; they do wonderful work spreading information regarding the Co-op's activities and goals to our community.

Customer Survey Results

John and Allison Hope presented an overview of the results from the 2017 customer satisfaction survey. The survey launched in May 2017 and ran for four weeks. Over 2,000 responses were received, most from Members, which represents 15% of all Members. People were contacted via snail mail, email, social media, e-newsletters, store signage, print advertising, and on the website.

Highlights included but were not limited to the store being well-aligned with city demographics in age and household income distributions, bulk products were a top category purchased mostly at City Market (and pet products the least), and a high number of individual responses and comments (most include product requests or feedback about the Downtown parking lot).

Allison Hope shared a draft plan to update the current survey model to include surveys every year, during the fall, and they will incorporate survey opportunities/stations into the Member Meeting. They also plan to work with a consultant to reach individuals who are not shopping at City Market to collect pertinent data as well.

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 sales tracking above budget, challenges with Briggs Street maintenance (balancing Co-op responsibilities with City responsibilities while being responsive to customer needs), and engaging with Lunch and Learn events (getting the word out to those who aren't as familiar with the Coop and to also share information about the Member Loan Campaign).

Eric Pierce presented briefly on challenges the South End store has been working to address: fully staffing and maintaining staffing and meeting customer expectations in the Prepared Foods department. He shared that the store staff have experienced a lot of learning and growth. The Produce Department "is doing phenomenally well" (15% better than the downtown produce department). The Bulk Department is also doing well; however, they are working to expand selection in response to customer feedback.

The Board asked clarifying questions and shared observations.

Update on Member Loan Campaign and Proposal to Extend

John presented his request to the Board for an extension on the Member Loan Campaign. He highlighted recent responsiveness to the recent Lunch and Learn events and outreach building further momentum around the campaign. He shared momentum is still building; the rate of larger lenders is rising, which is a different kind of momentum but a very impactful one.

John noted one small correction in the formal request to the Board: “August 28th, 2018” should read “August 27th, 2018.”

The Board asked clarifying questions and shared observations.

The Board approved the request to extend the Member Loan Campaign to continue through August 27, 2018.

Review Auditor Proposal

John presented the Auditor Proposal to the Board. He noted that Gallagher Flynn included a very minimal increase in their fees, which is combined with additional charges associated with the expansion project. He seeks the Board’s approval to continue with the same auditors in light of their minimal fee increases to have continuity through the first year of the South End store’s activity. The Board discussed future opportunities for changing partners or opening a request for proposals in the next cycle.

The Board asked clarifying questions and shared personal observations.

The Board approved the use of Gallagher Flynn in the upcoming fiscal year as the Co-op’s contracted auditors.

Board Monitoring

Review & Adopt Board Perpetuation Committee Charter

Julia presented the Board Perpetuation Committee charter to the Board, with the goal of researching how the Board might improve Member engagement in Board elections.

The Board approved the Board Perpetuation Committee Charter.

Jim, Julia, and Allison Searson became the initial members of the committee; the committee will be prepared to provide 5-minute updates quarterly.

Addressing by-laws and policies to clarify term limits

Faye presented her memo on addressing By-Laws and the “Term Limit Challenge” the Board is currently facing. The memo and discussion outcome is to not take any action to change the By-Laws and policies at this time; the Board is in compliance and meets the stipulations of their By-Laws at this time. They suggest perhaps pursuing a more robust review of By-Laws and policy versus the one-off review they considered.

The Board supported the review’s conclusions.

D9: Board Terms of Office

Charles presented D9 to the Board and reported the Board is in compliance.

Future Planning

Open Member Time Response

The Board discussed the Member comments.

Danny plans to review the email from John regarding last month's Member response.

Operations will follow-up with Annette and Caryn.

CCMA Attendance Decision

Faye provided an overview of the CCMA outcomes: the Board can send three people to CCMA. Allison's rescinded due to availability and Sarah, Faye and Charles were approved to attend. John encouraged attendees to work with Allison Hope to book their flights sooner rather than later.

Review Board Calendar

The Board reviewed the calendar. The April Board Meeting will be at the South End store, and it will be on April 30th to accommodate school spring breaks.

Sarah signed up for Board Monitoring in June; Joanna signed up for July.

The Fall Board Retreat is on Sunday, September 23.

Thursday, October 4th has been identified for our 2018 member meeting date, to be hosted at Echo.

Wrap Up

The Board shared their appreciation for the Board Open Time and listening to the overview on the customer feedback survey.

The Board applauded Faye in her first official meeting as Board President.

Executive Session

The Board moved into Executive Session at 8:42 PM to review loan covenants with updates from John and Tim.

The Board came out of Executive Session at 9:12 PM.

Adjourn

The Board adjourned at 9:12 PM.

Action Items

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

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.

Faye will add the following to the Board Calendar: the Board will revisit the opt-in option for paper packets every January.

Faye will add the following NFCA events to the Board Calendar: Board Peer-to-Peer Day and Coop Café.

Faye will add a larger strategic discussion/conversation about the Cooperative's investment in the food shelf to the parking lot (Allison Hope recommends inviting Rob Meehan to the conversation).

John will follow-up with the Board with a brief overview on the "cash-wrap initiative."

John will follow-up with Annette and Caryn's member feedback.

Sarah, Charles, and Faye will connect with Allison Hope as soon as possible to plan their CCMA travel.

Allison Hope will add meeting location and the September Retreat to the Board calendar.