

Onion River Co-op/City Market

Board of Directors Meeting

August 27, 2018

Board Attendance:

Sarah Alexander, Board Member, Secretary
Charles Baldrige, Board Member, Treasurer
Faye Conte, Board Member, President
Joanna Grossman, Board Member,
Jim Rudolph, Board Member
Allison Searson, Board Member
Julia Curry, Board Member

Absent:

Eric Boehm, Board Member, Vice President
Ali Kenney, Board Member

Also in attendance:

Michael Healy, Board Facilitator
John Tashiro, General Manager
Tim George, Director of Finance
Allison Hope, Director of Community Engagement
Liz Jarvis, Membership Manager
Kiersten Hallquist, Board Minutes-Taker & Member
Tim Banks, Member & Prospective Board Candidate
Serrill Flash, Member
Wanda Hines, Member & Prospective Board Candidate
Caroline Keller, Member & Prospective Board Candidate
Allison Oskar, Member & Prospective Board Candidate
Tony Redington, Member

A quorum was established and the meeting started at 5:58 PM.

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The July 23, 2018 minutes were accepted as written.

Review Action Items

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

Open Member Time

The Board introduced themselves to the Members in attendance.

Tony Redington presented on behalf of the Pine Street Coalition. He presented some handouts to the Board. He discussed the Winooski Ave. study currently underway, and he invited the Board to follow the progress of the study.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to the Juice for the People (JFTP) closing their business, a presentation of financial projections, and unconscious bias training for staff.

Member Loan Campaign Update

John provided an update on the progress of the Member Loan Campaign. The campaign ends at the close of business today. The campaign is coming in over \$900,000. John commended Joyce Cellars who has been consulting John and his team the past two months, and he commended his staff for all of their hard work on the campaign.

B2: Budgeting & Financial Planning

John presented the B2 report to the Board. The Board asked clarifying questions and shared observations. Tim George provided the Board with guidance on terminology and language used to compare operational elements.

A correction was noted in the report for B2.1. data item 1: "EBITDAP for FY18 is estimated to be 0.8%, and Net Income for FY19 EBITDAP is estimated to be -0.2%."

Faye shared that the Board will have a new schedule for monitoring the B2 and end of fiscal year B4. The 2019 monitoring calendar will be adjusted accordingly.

The Board accepted the report as demonstrating compliance with the policy, except for B2.1.6. The Board accepted the plan provided for bringing B2.1.6 into compliance and accepted the report as written.

B4: Financial Condition

John presented the B4 report to the Board and the Board asked clarifying questions.

The Board accepted the report as demonstrating compliance with the policy, excluding B4.5, B4.8, and B4.10. The Board accepted the plans for bringing B4.5, B4.8, and B4.10 into compliance and the Board accepted the report as written.

B7: Customer Service & Value

John presented the B7 report to the Board. The Board asked clarifying questions and shared observations.

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

Board Perpetuation

Julia and Jim presented preliminary research and asked the Board to engage in an activity to gather input. Julia and Jim first presented a list of options of near-term goals and possible action items to meet the goals for Board Member perpetuation. Board Members were then asked to identify items they find important to focus the word of the Board Perpetuation Committee. The Board asked clarifying questions.

A majority of the Board supported the committee look more in depth at the following two of the four listed items: “ways to encourage votes for qualified incumbents” and “better education on what’s a good fit.”

Jim and Julia will attend the next planning meeting with John, Faye, and Eric and discuss the activity outcomes.

Reflection on GM Evaluation

Faye presented an overview on the timeline and steps in the GM Evaluation process. The Board and GM reflected on their experiences engaging in the process. A universal theme was the process required more time and effort and it was a worthy investment. The process was rewarding and worthwhile.

Faye shared she has placed time on the Board calendar to revisit the process and decide if the Board would like to follow it again next year.

Review Agenda for September Board Retreat

Faye and John presented the agenda for the September Board Retreat. John highlighted the importance and value of the visioning work (reviewing “The Ends” and laying groundwork for a vision moving forward) set forth in the agenda.

The Board asked clarifying questions and provided feedback on the drafted agenda. Framing of vision versus mission will be important as the Board enters into the retreat.

Open Board Time

The Board shared personal observations and asked for guidance on how to navigate certain conversations.

Joanna presented Member feedback regarding Briggs Street. The Briggs Street improvements are pending the completion of the connector

Faye shared her positive experience using City Market catering for her wedding.

Charles shared his appreciation for Jim’s overview of Jim and Julia’s work on the Board Perpetuation Committee.

A Board Member asked how they might engage in discussions about Member-observed lower traffic in the South End Store.

Future Planning

Open Member Time Response

The Board did not have Member commentary to address. The Board thanked everyone considering running for the Board.

Review Board Calendar

Julia is unable to attend the retreat. Allison S. is unable to attend the annual Member Meeting. Sarah will be absent in February.

Update on Board Education/Strategic Conversations for fall

Faye provided an update on incorporating strategic conversations into the Board Calendar in the coming months, including discussions/reflections on the Member Loan Campaign and Plastic Bag Legislation. The Plastic Bag Legislation (PBL) will be divided into two conversations: engaging in policy/legislation and then a conversation about the PBL.

Reminder on new September Meeting date

John requested the Ends report be provided 5 days in advance versus 10 days in advance in light of the adjusted September meeting date.

The next board meeting is on September 17th.

There is a training with Board Members from seven cooperatives in Hanover on Saturday, November 3.

Vote for the Board Tabling in October

Faye solicited Board interest in tabling to promote voter engagement over the course of October.

Wrap Up

The Board shared appreciation to the Board Perpetuation Committee's hard work and the GM evaluation process.

Executive Session

The Board moved into Executive Session at 8:15 PM to review adjustment to loan agreements, pick a Don Schramm Award recipient, review financial statements, and hear updates on a grievance and GM Survey.

The Board elected a winner for the Don Schramm award, discussed adjustments to the loan agreements, and reviewed financial statements.

The Board authorized an extension to the Purchase and Sale Agreement with Petra Cliffs for 75 Briggs Street.

In addition, the Board accepted the GM's historic and current interpretation of the Co-op's bylaws regarding Membership eligibility to include both individuals, as well as non-profit and for profit organizations and institutions, as reasonable.

The Board came out of Executive Session at 9:23 PM.

Adjourn

The Board adjourned at 9:23 PM.

Action Items

The Board will submit their personal resumes to Alison Hope and Liz Jarvis no later than the last week in September.

John will provide the Board with some talking points on how to approach a discussion around the lower traffic in the South End Store.

Alison Hope will solicit interest and then dates and times from the Board for October tabling at the stores to support voter engagement during the Board Member election.

John will email the Board to solicit interest in the November 3 training, in Hanover, NH.