

## **Onion River Co-op/City Market**

Board of Directors Meeting

April 22, 2019

### **Board Attendance:**

Eric Boehm, Board Member, Vice President

Faye Mack, Board Member, President

Joanna Grossman, Board Member

Julia Curry, Board Member

Leah Soderquist, Board Member

Sarah Alexander, Board Member, Secretary

### **Absent:**

Allison Searson, Board Member

Jim Rudolph, Board Member

Charles Baldrige, Board Member, Treasurer

### **Also in attendance:**

Michael Healy, Board Facilitator

John Tashiro, General Manager

Allison Hope, Director of Community Engagement

Madelyn Cataford, Director of Finance

Carolyn Zeller, Board Minutes-Taker

Serrill Flash, Member

Kim Nolan, Head of People and Culture

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The March 25, 2019 minutes were accepted as written.

#### Review Action Items

The Action Items list was reviewed and accepted with 3 items removed.

### **Open Member Time**

No items or new Members attending.

#### Addressing the Open Board Seat beginning in June

Faye presented a “Board Appointments Process Proposals” adapted from Michael Healy’s recommended process and the Board discussed the options presented, which include appointing a new Board Member, or leaving the seat unfilled until the term ends in December. The Board agreed that they would like to pursue a process to appoint a new Board Member. The Board discussed the proposed process and timeline for this appointment. Julia suggested that an outreach campaign

could serve as an early interest opportunity for future Board candidates. The Board discussed whether they should only consider candidates who filled out an application. The Board agreed that appointment by formal process, mirroring the typical Board candidate process would be best. John and Faye will discuss additional details and logistics at their meeting tomorrow.

#### Review Board's FY20 Budget

John presented the FY19 Board ytd budget vs actual report and the FY20 Board Budget initial draft. The Board asked clarifying questions.

#### Final Review of Retreat Agenda

Faye presented the retreat agenda, which was unchanged from the prior draft.

### **Board Monitoring**

#### D8: Cost of Governance

The Board reviewed the D8 policy and reported that the Board is in compliance.

#### Member Meeting Strategic Conversation

John and Allison H presented goals and suggestions for the 2019 Annual Member Meeting, as included in the Board packet. John presented the costs, challenges and staff effort required for hosting the Member Meeting at ECHO as in past years. John presented benefits to holding the event at the Generator space. Allison discussed further some of the positive, accessible, interactive, and engaging options that the Generator space could offer. The Board asked clarifying questions. Allison and John clarified how the Generator's values and community stories are interwoven with the Co-op's values (strengthening the community, participation, food, art, business, creativity.) The specific logistics of how to fulfill the Board's goals for Member Meeting are ultimately a management decision, but John was clear that the Board's input is necessary and very valued. John told the Board to save October 2 as the likely date for this year's Member Meeting and he will work to incorporate the Board's feedback into the gathering at Generator.

#### Board Perpetuation Committee

Julia led a revisit and review of the Board Candidate Education Committee Charter. Board Members asked clarifying questions. Eric suggested a word change from "robust" to "informed." Faye suggested more descriptive language around communication responsibilities. Julia suggested calling it a "Board Service Education Committee". The Board supported the charter draft overall.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to the new Hissho sushi made in-house and "\$5 sushi Wednesdays", March sales exceeded the budget, City Market received the NCG award for energy efficiency and community partner work. The Board asked clarifying questions and expressed appreciation for the new format with tables to compare data points.

#### Update on Vision Work

John presented an update on his work with the Advisory Group. The receptivity has been great and the feedback is helpful. John appreciates the candidness and constructiveness. John informed the

Board that due to other more pressing needs at the Co-op, he is going to re-draft the project charter for the vision work and stakeholder sessions and postpone them until potentially next year. His plan is to have something to share with Members at the 2020 Member Meeting. He will include some of the content at the upcoming April staff town hall sessions. John will present the Board with an updated project charter at the June Board meeting.

#### B4: Financial Condition

The Board reviewed and accepted the report as in compliance, with the exception of B 4.5. B 4.5 is an ongoing area of non-compliance, but the Board acknowledges that work is being done. The Board requested an update at the May Board meeting.

#### **Open Board Time**

Board Members shared life and local developments. Faye presented a gift to Michael Healy to welcome the arrival of his granddaughter Molly. Faye met with Representatives McCormack and Sullivan about how the Board addresses policy.

#### **Future Planning**

##### Open Member Time Response

There were no Member requests requiring follow-up.

##### Review Board Calendar

The Board reviewed the calendar. Sarah will act as Secretary to review this month's minutes, since Allison S. is absent.

#### **Wrap Up**

#### **Executive Session**

The Board moved into Executive Session at 8:25 PM to review financial statements, to review the Co-op's new organizational structure, and receive personnel updates.

The Board came out of Executive Session at 8:58 PM.

#### **Adjourn**

The Board adjourned at 8:58 PM.

#### **Action Items**

**Julia** will submit a draft Board job description.

**Faye** will update the Board Appointments Process Proposal and share with the Board.

**Jim** and **Julia** will incorporate Board suggestions into the Board Education Committee Charter for approval at the May meeting.