

Onion River Co-op/City Market

Board of Directors Meeting

January 26, 2015

Board Attendance:

Julia Curry, Board Member, Vice President

Brian Guy, Board Member

Molly O'Brien, Board Member, President

Charles Baldrige, Board Member, Treasurer

Joanna Grossman, Board Member

Allison Searson, Board Member

Faye Conte, Board Member, Secretary

Wayne Warnken, Board Member

Absent:

Rachel Jolly, Board Member

Also in attendance:

Michael Healy, Board Facilitator

Stephanie Ratté, Board Minute Taker

Allison Weinhagen, Director of Community Engagement

Liz Dykes, Membership & Board of Directors Coordinator

Jennifer Kennelly, Director of Finance

Frank Sadowski, Consultant for Gallagher, Flynn & Company

Serrill Flash, Member

Preliminaries

A quorum was established and the meeting started at 6:03.

Review Agenda

The Agenda was accepted as written

Review Minutes

- The December minutes were accepted with the following changes: **Board Education and Discussion:** "We measure our financial health by looking at relationships between certain metrics." ~~Health measurement is a relationship between certain metrics.~~

Review Follow-Up Items

All of the items remain.

Open Member

Frank Sadowski from Gallagher, Flynn & Company introduced himself to the Board. He is the consultant that ORC has hired to work with the GM Search Committee. He will work for and with the Search Committee to identify candidates for the GM position.

Board Education and Discussion

Training in Keene, NH

Cooperative Board Leadership 101

Allison S., Brian and Joanna attended this training and provided feedback to the Board.

Leadership Training

Molly and Julia attended this training and provided feedback to the Board. Members of the Board requested that Molly consider a more detailed discussion of the topics discussed in the training at the Board retreat or a future Board meeting.

GM Search Process

The GM Search committee is comprised of Rachel, Molly and Charles. Molly and Charles shared with the rest of the Board the steps they have taken to date, culminating with hiring Frank as a GM recruiter for the ORC.

Frank re-introduced himself to the Board. In summary, he has lived in the community for 37 years and has worked with many non-profits in the area. He views his task as an opportunity to identify and vet individuals and to present individuals to the Board for consideration for the GM position. Candidates will be viable and also have something unique to offer City Market if they were hired as GM.

Molly facilitated a “get to know you” activity for the group.

Board Retreat Planning

Julia presented the Board with possible themes for the retreat and asked for input from the Board members.

GM Reporting

B4 Financial Condition

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance except where noted. The Board accepted the GM’s plan to achieve compliance.

The Board asked some clarifying questions and decided to revisit the B4 policy in a future meeting.

B6 Monthly GM Update

Allison W. shared that there have been positive changes for the staff within the City Market organization and some new positions have been created with openings posted.

The second floor renovation is underway. The architect from the original build has been retained to redesign the second floor to meet City Market’s growth.

Board Monitoring

D12: Community Service

The Board reviewed this policy and found the Board in compliance.

Future Planning

Open member response

None

BoD Officer Elections

All the Officers stated they are willing to continue in their current roles. No other Board members expressed their desire to run for an officer position.

Review BoD Calendar

The Board discussed changes to be made to the Board calendar.

Confirm Attendance at the Cooperative Café and NOFA Conference

Cooperative Café is the weekend after the Retreat – one Board member is tentatively attending. NOFA Conference is a 2 day conference in Burlington February 14-15. Allison W. needs to know by the end of the week if any Board members are planning on going to the Cooperative Café and/or NOFA Conference.

Wrap Up

- Thank you to Michael for his Facilitation
- Good first meeting
- Compliments on the food as always.
- Thank you to the Search Committee members
- Good to meet Frank

Executive Session

The Board adjourned to Executive Session at: 8:31pm to discuss a real estate matter. The Board moved out of Executive Session at 8:52pm.

Adjourn

The Board adjourned at 8:52pm.

Follow up

Pat will update the Board calendar based on the Future Planning discussion.

Molly will place an item on another agenda to decide where in the Policy Register to specify the Board Election process.

Faye will work with **Pat** to update the Policy Register.

Molly and **Julia** will draft a Board Education plan.

Molly will place an item about changing B4 policy on next month's agenda.

Board Members will review the CBLD template in preparation for the B4 policy discussion.

Molly will follow up with Rachel regarding her intentions on running for a Board officer position.

Board Members will let Allison W. know by January 30th which conference day(s) they are planning to attend.