

Onion River Co-op/City Market

Board of Directors Meeting

April 27, 2015

Board Attendance:

Molly O'Brien, Board Member, President
Charles Baldrige, Board Member, Treasurer
Julia Curry, Board Member, Vice President
Brian Guy, Board Member
Joanna Grossman, Board Member
Rachel Jolly, Board Member
Faye Conte, Board Member, Secretary
Allison Searson, Board Member
Wayne Warnken, Board Member

Also in attendance:

Michael Healy, Board Facilitator
Pat Burns, General Manager
Jennifer Kennelly, Director of Finance
Allison Weinhagen, Director of Community Engagement
Liz Dykes, Member Services & Board of Directors Coordinator

John Tashiro, Member
Serrill Flash, Member

Preliminaries

A quorum was established and the meeting started at 6:01.

Review Agenda

The Agenda was accepted as written with one change: Faye is monitoring D8, instead of Rachel as indicated on the agenda.

Review Minutes

The March 23 and April 15 minutes were accepted as written.

Review Follow-Up Items

Three completed items were removed from the March follow-up list.

Open Member Time

Serrill Flash shared a discussion he had with a staff person about a new General Manager coming on and expansion on Pine Street. He wanted to share because it was the first time he had heard confidence expressed in the Board of Directors from staff.

John Tashiro thanked the Board and is looking forward to working with them.

Joanna shared that she had an interaction with a cashier who didn't know that Pat was leaving. Brian shared his enjoyment of the positive press.

GM Search Process

Rachel shared a summary of the final meetings of the GM search process. The search committee will meet one additional time to debrief, talk about additional documentation needed, and discuss the board's role in the GM transition plan. That meeting has not been scheduled yet, but will happen in the future.

Brian asked about opportunities to share the success of this process with other Co-ops. Rachel and Michael noted that there may be opportunities for that in the future and Board Members should consider what they might want to say as part of that conversation. Pat has already fielded two requests for this type of information.

Next steps for the Board include scheduling a final meeting of the search committee and future conversations with John to ensure he is oriented to the Board's work. The Board discussed thoughts on what information a new GM might need from the Board and any reporting needed from Pat (to the Board) on details of the operational transition plan.

Michael led the Board through an exercise to discuss and evaluate the GM search process.

Board Education

The Parking Lot

Molly engaged the Board in a conversation about how to record and maintain ideas for future Board discussion (aka, the "parking lot"). The Board discussed the reasons for tracking the parking lot and how best (and how often) to update and share it. Michael summed up the Board's discussion: the Board will charge someone with tracking the information and storing it somewhere, the President and Vice President would use that to inform topics for future agendas, and periodically the entire Board would review it.

The Board decided that they would start fresh with a blank parking lot, Faye will keep track of and update the parking lot going forward, and the entire Board will review the list quarterly.

May Education Topic

Molly discussed with the Board the potential to review the article "Starting Off Right With Your New GM" for the May Board meeting with discussion to follow. The Board agreed.

GM Reporting

B4 Financial Conditions

The Board reviewed and accepted the B4 report as presented. They determined it was in compliance with the exception of B4.3 (as noted in the report). The Board discussed the new format with Pat.

B6 Monthly GM Update

Pat presented this report to the Board and shared some additional details. The Board asked for clarification on various items.

Board Monitoring

D8 Executive Officers

Faye reported on this policy and found the Board in compliance. Michael reminded the Board that they had had an earlier conversation about potentially combining this policy with D3 Board Officer Roles. Faye also noted that this policy does not explicitly state how the Board President's role is filled if vacated mid-year.

The Board decided to change the title of D8 to "Board Officer Elections". The Board also decided to discuss the question of a mid-year Board President transition until a future Board meeting.

Future Planning

Open Member Response

None needed.

Review BoD Calendar

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

Molly shared that she will be moving to Virginia in late July/early August. Molly has met with Julia and confirmed that she is interested in stepping into the role of President, if elected. Molly plans to be in the President's role through the June Board meeting.

The Board agreed that Julia will step into the President's role to finish Molly's term. Michael asked Board Members to consider if they're interested and willing to consider the Vice President's role. Julia shared some thoughts on her role as Vice President with the Board. Faye indicated interest in this position.

Molly shared with the Board that she did not run for re-election for her NFCA Board seat and instead put Faye's name forward. Faye was elected to the NFCA Board.

Wrap Up

Joanna commented on the confusion about the policy register.

The Board thanked Molly for her Co-op service.

Julia enjoyed the evaluation of their hiring process.

Allison enjoys the laughing as part of the Board meetings.

Executive Session

The Board entered Executive Session at 8:28pm to discuss a real estate matter and a personnel matter. The Board left Executive Session at 9:11pm.

Adjourn

The Board adjourned at 9:11pm.

Action Items

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

Julia and **Molly** will work with **Faye** to 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.

Faye, Wayne, Joanna, and **Julia** will meet in May and bring a draft Board Election Committee Charter for the June Board Meeting.

Faye will update the B4 policy with changes and bring to the May meeting.

Faye will add the Search Committee Charter to the Policy Register.

Rachel will schedule a final meeting of the GM Search Committee.

Faye will create a starting parking lot with notes from the retreat from **Molly** or **Julia**.

Molly will add “parking lot review” to a future agenda.

Faye will change the title of D8 to “Board Officer Elections”.