

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

Board of Directors Meeting

May 18, 2015

### **Board Attendance:**

Molly O'Brien, Board Member, President  
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

### **Absent:**

Charles Baldrige, Board Member, Treasurer

### **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  
Robert Roesler, Attorney, Paul, Frank & Collins  
P.C.

John Tashiro, Member  
Serrill Flash, Member

A quorum was established and the meeting started at 6:00.

### **Executive Session**

The Board entered Executive Session at 6:01pm to discuss a real estate matter. The Board exited Executive Session at 6:48pm.

### **Preliminaries**

#### Review Agenda

The Agenda was amended to change the "D3 & D8 Discussion" to include a discussion of Faye's work on the policy register. In addition, D1 was added to the Board Monitoring section and was monitored by Allison.

#### Review Minutes

The April 27 minutes were accepted with one change: add "Faye indicated interest in this position." In the third paragraph under "Review BOD Calendar".

### Review Follow-Up Items

Several completed items were removed from the April follow-up list.

### **Open Member Time**

John shared that ever since his picture has been shared online about being the new GM, he's had staff and Members introduce themselves, so he's been able to meet a lot of people. Pat has also been introducing him to team members each time he comes in.

### **GM Search Process**

#### Building a relationship with our new GM

Molly led the Board in a discussion of the CBLD article included in the Board packet, "Building a Positive Board Performance Culture, Part II." Board Members shared their feedback on the article and discussed how it applied to the current situation.

Next steps may include checking in with each other periodically with the same type of conversation and potentially circling back to it at the next Board retreat. The Board discussed asking some of the "transforming" questions and having time for other reflection when Board Members leave the Board, either in person or via email. The Board also considered the idea of having the Board President draft up an annual Board summary to assist with onboarding of new Board Members.

Pat mentioned regular check-ins between the Board and the new GM as the relationship moves forward. Rachel recommended ending the meeting with more structured questions beyond the general meeting evaluation.

### **Board Education**

#### Real Estate

Led by Molly and Michael, the Board reviewed and discussed what decisions belong to the Board during the process of any real estate transactions and what decisions are the responsibility of the GM.

### **GM Reporting**

#### B6 Communication and Counsel to the Board

The Board reviewed and accepted the B6 report as presented. They determined it was in compliance.

#### B13 Communication Support for the Board

Board Members extended appreciation for the work that happens to provide Board support. The Board reviewed and accepted the B13 report as presented. They determined it was in compliance.

#### B6 Monthly GM Update

Pat presented this report to the Board and corrected one point under the "What's Happening" section. We would have been ahead of sales compared to April of last year had we not closed for one day for refrigeration upgrades; because of the closure, we were behind in sales. The Board asked for clarification and commented on various items.

Pat reminded the Board that the Board Elections application process starts in mid-June. Board Members confirmed that they were interested in using the current application and that any changes they're working on would apply to future elections cycles.

## **Board Monitoring**

### Policy Register Updates

Faye reviewed the policy register updates with the Board, including renumbering, use of pronouns, use of acronyms, etc. Faye clarified that the Board, at an earlier meeting, decided to merge D3 and D8 and remove D8. Faye has taken care of this in the updated policies.

Faye has an outstanding question for the Board about referring to Members as Members and as Member-Owners at different places in the policy register. Michael suggested that this topic would be a good item for the parking lot.

Faye noted that D5: Committee Principles was monitored and an alternate version was suggested but she doesn't have notes on whether the Board made a decision to adopt the alternate version. So as part of her policy register work, Faye wanted to make sure that the changes suggested were not adopted. The Board agreed that they were not adopted and therefore the current D5 in the policy register is correct.

Faye suggested that the Board consider asking the same questions each month about the B policies that they do of the other policies – is this the policy we want?

Michael encouraged Board Members to review the new policy register and make sure to read policies carefully while monitoring them for future Board meetings.

The Board shared their appreciation for all of Faye's work on the policy register.

### D1: Governing Style

Allison reviewed D1 and reported compliance. The Board was in agreement.

### C2: GM Job Contribution

Julia reviewed C2 and reported compliance. The Board was in agreement.

## **Future Planning**

### Open Member Response

None needed.

### Board Officers

The Board reviewed the process for filling the Board officer roles considering expected and potential changes. Faye is interested in the Vice President role, but is also fine staying in the Secretary role if someone else is interested in the Vice President role. No other Board Members present were interested, but Brian and Charles were absent so the conversation will continue in June. Allison asked for some clarification about the role of Secretary, which Faye shared with the group.

### Review Board Calendar

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

### **Wrap Up**

Michael asked Board Members to share what they liked or didn't like about the night's meeting.

### **Adjourn**

The Board adjourned at 8:48pm.

### **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.

**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.

**Molly** will add "parking lot review" to a future agenda.

**Faye** will add "Member vs Member-Owner language discussion" to the parking lot.

**Michael** will email a link to an updated article on the principles of policy governance.