

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

Board of Directors Meeting

July 27, 2015

### **Board Attendance:**

Julia Curry, Board Member, President  
Faye Conte, Board Member, Vice President  
Brian Guy, Board Member  
Joanna Grossman, Board Member  
Rachel Jolly, Board Member, Secretary  
Wayne Warnken, Board Member  
Charles Baldrige, Board Member, Treasurer

### **Absent:**

Allison Searson, Board Member

### **Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, General Manager  
Allison Weinlagen, Director of Community Engagement  
Jennifer Kennelly, Director of Finance  
Liz Dykes, Membership & Board of Directors Coordinator  
Kiersten Hallquist, Board Minute Taker  
Serrill Flash, Member  
Elizabeth Nikazmerad, Member  
Kathleen Coonrod, Member  
Amy Powers, Member

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

### **Preliminaries**

#### Review Agenda

The Agenda was amended to change Wrap Up: Exchange John with Executive session presenter.

#### Review Minutes

The June 22<sup>nd</sup> Minutes were accepted as written.

The Board discussed the Meeting Minutes format. Last month's meetings were more extensive than former minutes. The Board discussed whether minutes should be focused solely on actions and decisions. The Board decided that the standard for future minutes should be concise with decisions highlighted, although the Board also recognized that more detail is appreciated.

#### Review Action Items

One completed item was removed from the June action items list.

The Board discussed removing long-standing action items. The Board suggested potentially adding items to the charter. The Board decided to keep items on the list as they remain unaddressed, for now.

### **Open Member Time**

Board introductions were made as part of a meeting welcome to the new Board Minute Taker.

Amy Powers, member in attendance, indicated she is considering running for the board.

Elizabeth Nikazmerad continued the conversation around contract negotiations. The contract has been approved. Elizabeth reported positive feedback and highlighted several benefits of the contract, including but not limited to a general “significant” increase in wages. She also discussed items not included in the contract, including increased access to a steward, language indicating enhanced access to internal hiring related to the opportunity to progress within the store. Elizabeth also discussed the new store and highlighted the need for continued conversation and open dialogue. She encouraged Board Members to reach out with questions about the Union.

Kathleen Coonrod also commented on the positive feedback on the Union negotiation process. Kathleen appreciated the increased Member participation in the process.

### **Board Education**

#### Second Store Announcement

John presented an update on the second store. John indicated his plan is to break ground in spring 2016 and open by spring 2017. City Market will continue to work closely with the City of Burlington to adhere to planning and zoning regulations. John indicated gratitude for Pat Burns’ contributions and wisdom during this process. The reception has been very positive from staff.

Allison and John are working to engage the community. This was initiated with the customer satisfaction survey, and John has reached out to councils in Burlington.

#### FAQ Topics

FAQs will be updated as new news becomes apparent to keep staff and members informed in a timely fashion to ensure transparency. The Board asked clarifying questions.

General concerns have included an increase in traffic in the Pine Street area and the need for larger parking areas. John shared that the community has been very receptive. John added his intention to engage in discussions with the South End Interest Group, PlanBTV and additional stakeholders.

The Board commended the announcement delivery, agreeing it was well-executed. The Board discussed the need to address the timeline, next steps, other uses for the new space, proximity of other stores, and a plan for parking. John indicated that a draft timeline is currently under development.

### **Board Perpetuation Committee**

Julia and Faye presented the Committee charter draft and the Committee members discussed charter intention to extend focus beyond Board Member education, to include potential for recruitment, Member engagement, improvement of the voting process, etc. The Committee charter outlines a research proposal and a process for the Board, and sets February 2016 as an intended end-date.

The Board thanked the Committee for their work. The Board asked for further clarification of purpose, highlighting the need for success indicators. The Committee hopes to develop indicators for Member participation quality indicators; for example, how City Market Membership engagement compares on a national level. The Charter's main purpose is to address democratic process, participation, and engagement.

Brian agreed the Charter aligns with Coop principles and believes it will produce valuable recommendations. Charles recommended the Committee consider the timing of the end date to align with Board election and Membership, but that this should not prevent the Committee from moving forward.

The Board accepted the Committee charter as written with Committee membership to include Faye, Julia, Wayne, and Joanna.

### **Don Schramm Nominations**

The Board was invited to share their ideas and candidate nominations to provide space for quality consideration. The Board was invited to share now, or to contact Allison Weinhagen directly with their nominations.

Julia shared her observation that previous nominations have generally been food produces, and Julia wanted to remind the Board that they have the option to diversify their considerations. Faye and Julia recommended that the Board consider Member nominations.

### **GM Update**

John shared some of his positive and challenging experiences in his new role as GM. Positive experiences included discussions with members and staff, discussions on the expansion, and positive in-store experiences. Challenges have included time and balance; John wants to dedicate enough attention to all aspects of running a co-op and being a participating and listening member of the community.

John indicated his appreciation for regularly scheduled check-ins with Julia, but would like to incorporate more time with other Board Members. The Board shared their willingness and openness to provide additional support. The Board asked clarifying questions. John shared some details about his personal interests.

John requested that the Board review what they considered during the interview process as it compares to what they have seen in the past few weeks. He invited the Board and attending Members to contact him if they have or overhear any recommendations on how he can be a more mindful and receptive leader.

## **GM Reporting**

### Monthly GM Update

John presented his report to the Board and presented some highlights, including being up 8.5% in July. John commended Allison Weinhagen and the leadership team's efforts. The Board asked for discussion on perceived reasons for improvement and success. Allison Weinhagen highlighted re-organization changes and new texting alerts for specialty beer. Michael reminded the Board that their next report will show trends.

The Board noted an increase in local sales and discussed potential reasons for the increase. Allison Weinhagen commended City Market managers and staff on their work in merchandising, display, and price points. Allison Weinhagen commended Liz on her work on connecting Members with Outreach Member Work and on her work to improve orientation programs.

### B2 Budgeting & Financial Planning

The Board reviewed the B2 report and made formatting recommendations. The Board asked clarifying questions about the data. The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance. The Board accepted the report as written.

### B4 Financial Condition

The Board reviewed the B4 report and asked clarifying questions. The Board requested either additional Board Education for data interpretation or a different presentation of the data. Joanna shared her appreciation of the graphic representation. Charles shared his appreciation for how B4.3 was presented in the report. The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance with the exceptions noted. The Board accepted the report as written.

## **Board Monitoring**

### D8: Cost of Governance

Joanna reviewed D8 and shared highlights of the report. Joanna reported compliance. Joanna asked Charles to verify compliance on one item; Charles verified compliance. The Board agreed with Joanna's determination of compliance.

The Board discussed specific edits on D8.2a to clarify language.

Faye suggested the Board monitor this policy review in April prior to May deadline to align with the budget review. The Board agreed with Faye's proposition to review the policy in April.

### D2: The Board's Job

Wayne reviewed D2 and reported compliance. He shared challenges to monitoring compliance, and suggested the Board could explore 2A and 4 further. Wayne found the Board in compliance. The Board agreed with Wayne's determination of compliance.

## **Future Planning**

### November Meeting Date

Julia asked the Board to visit the November date and consider meeting in the fourth week versus the second week to accommodate a Board Member's important family trip, which will be out of the country. The Board reached a tentative agreement to meet on the fourth Monday in November. The Board Member thanked fellow members for the consideration.

### Review Board Calendar

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

### Open Member Response

The Board thanked the attending Members for last month's UE presentation, commenting on their professionalism and the quality of the presentation. The Board appreciated the demonstrated respect between both sides of the discussion.

## **Wrap Up**

The Board shared an appreciation for the informal check-ins with John, Wayne and Joanna's policy monitoring, Faye's overview of the Board Perpetuation Committee, and Julia's leadership during the meeting.

## **Executive Session**

The Board moved into Executive Session at 8:17pm to discuss expansion and contracts. The Board came out of Executive Session at 8:43pm.

## **Adjourn**

The Board adjourned at 8:43pm.

## **Action Items**

**John** will update the Board calendar based on the Future Planning discussion.

**Julia** will work with **Faye** to place an item on another agenda to decide where in the Policy

Register to specify the Board Election process.

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

**Julia** will add B9.4 discussion to a future agenda item.

**Julia** will add a strategic conversation about livable wage to a future agenda item.

**Julia** will create a draft Board Education Plan to share at a future Board meeting.

**Julia** will draft a response to June 22 Board visitors and Board Members will provide feedback to her in a timely fashion. Will be released in the coming months.

**The Board** to revisit meeting minutes format in a few months.

**The Board** to provide Allison with nominations for Don Schramm by Monday, August 10<sup>th</sup> to ensure nominations are included in next board packet.

**The Board** will review what they considered during the interview process as it compares to what they have seen in the past few weeks for the next meeting.

**John** will present research on business plan structure when exploring expansion for a second store for a future meeting.

**John** will update the Board calendar to review D8 in April of next year rather than in July.

**Rachel** will update D8.2A to reflect the following change: ~~Candidates for membership.~~  
“Candidates for the Board.”

**Jennifer** will verify with Auditors that the Board can meet the fourth Monday in November.