

**Onion River Co-op/City Market**  
Board of Directors Meeting  
October 26, 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  
Allison Searson, Board Member

Absent: None

**Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, Member, General Manager  
Allison Weinhagen, Director of Community Engagement  
Liz Dykes, Member Services & Board of Directors Coordinator  
Kiersten Hallquist, Member, Board Minutes Taker  
Elizabeth Nikazmerad, Member

A quorum was established and the meeting started at 5:59PM.

**Preliminaries**

Review Agenda

The Agenda was accepted as written. The Board asked for clarification regarding Board Education; Michael clarified that the Board is making a decision on NCG Membership.

Review Minutes

The September 28<sup>th</sup> Minutes were accepted as written with the following change: page 2, on the first paragraph – “~~presented on an employee’s grievance~~” changed to “reported on an employee’s grievance”

Review Follow-Up Items

Seven items were removed from the August follow-up list and five items were moved to “The Parking Lot.”

Faye presented a new action-item review process. Parking Lot review has been added to the Board Calendar, with this evening being the first review. Some long-term action items will be moved to the Parking Lot and get revisited. Faye and Julia plan to review the “Parking Lot” together each month.

Faye proposed removing “John updating Board Calendar” from the action items because it is established in meeting process.

### **Open Member Time**

None.

### **Member Meeting Debrief & Wrap-up**

433 people attended the Member Meeting this year. Allison W. is planning to explore electronic check-in for next year. She feels like the format is really working for members, promoting social engagement and community building.

Allison and Liz are facing the challenge of finding a new space for next year’s meeting. Allison W. shared she is positive they will find another space, as there are a lot of venue opportunities available locally. Allison W. is working with catering to address feedback regarding long food lines.

The Board provided feedback on their personal experience at the Member Meeting. Some positive feedback included the meeting being very fun, being well executed, keeping regular attendees while drawing in new people, and providing childcare. Recommendations for improvement included providing better sound quality, being more organized as a Board during the business portion of the meeting, and addressing accessibility (i.e., providing interpreter for people who are hard-of-hearing). The Board requested an allocated location for the Board during the meeting (i.e. a table for the Board near the projector screen).

The Board shared they appreciated John’s informal survey of Membership length with the attending Members.

John shared feedback on his personal experience at the member meeting. He appreciated the Member Meeting Bingo. John’s suggestions for improvement included but were not limited to a Board rehearsal prior to the meeting, gathering formal questions during the allocated social time to create an informal feedback structure with some carefully pre-selected questions for Members, and more intentionality in networking with the Board candidates.

The Board wanted to share their appreciation to Liz Dykes for all of her hard work she contributed to the planning and facilitation of the Member Meeting.

### **Board Election Debrief**

City Market saw about a 5.7% increase in voting polls this year (405 voters). The race was very close this year. Allison W. says the election progress validated the work the Board has put into setting up the election structure and process. Allison W. shared that we’ve had the same three candidate questions over the past seven years.

The Board reflected on the election process. Suggestions included but were not limited to providing Board Membership context to Members, providing visual sign-in instructions on the

log-in page, a more user-friendly voting process, and creating a more prominent voting space in the store. Two Board Members shared that they had difficulty finding the voting link from the City Market homepage. Another Board Member shared that the email reminder and website were very well done; however, they also shared that the mailer font was small.

Allison W. shared a story where she supported a person to vote within the final few hours of the voting process: “We are a full-service voting process... every vote counts.”

John shared his personal reflections on the election process. He highlighted the amount of time Board Members dedicate to City Market including meetings, meeting preparation, and conferences and trainings. He suggested sharing the amount of time Boards contribute to their responsibility to provide perspective to Members as an educational moment.

The Board would like to explore how City Market might help present what makes a quality Board Member and how City Market can present these strengths better in the election process. The Onions have been helpful, but the Board would like to see more. The Board suggested forming a group that would be dedicated to evaluating candidates, developing candidate criteria, and who could talk more freely about their feelings regarding specific Board Members.

The election results were shared with the Board. The new Board Member will officially begin her term in January.

## **GM Update**

John reflected on upcoming holidays; he suggested an end-of-year dinner to create space for social space. The Board shared they are welcome to an end-of-year dinner; Charles asked John to consider where he might draw funding for the event.

John shared how he often is asked about the GM search process at the conferences he has attended. He continues to direct people to the Board for information. Rachel shared that the Board has documented their process and experience during the GM process. The Board considered the potential for publishing the documentation.

## **Board Education**

### NCG Membership & Contract

John presented the NCG Membership Agreement & Contract to the Board. At the Seattle GM conference, GMs decided to reach out to their boards to share the agreement and have their members review it. NCG oversees that boards are in compliance with NCG standards and principles. In an attempt to be more transparent and standardized, NCG suggests the Board visit the agreement.

John highlighted that City Market has not only been compliant, but representative of a well-functioning co-op and Board; John said, “If anything, we are leading the way for other co-ops.” John formerly asked permission to continue to sign the NCG Membership Agreement on behalf of the Board.

The Board asked clarifying questions including but not limited to how compliance is monitored, if John can incorporate NCG compliance into one of the reports to incorporate monitoring their compliance into the Board infrastructure (long-term goals to remain informed).

The Board unanimously agreed to authorize John to sign the NCG Membership Agreement on the Board's behalf thus indicating the Board's commitment to the NCG's compliance standards.

## **GM Reporting**

### Monthly GM Update

John presented his report to the Board and presented some highlights including but not limited to developing intra-departmental collaboration, "getting back to the basics" by providing additional customer service training and lessons learned from Market 32 and other competitors.

### Monthly Expansion Update

John presented an update on the store expansion to the Board and presented some highlights including but not limited to challenges arising with the greater PlanBTV-Southend Plan and the zoning process while remaining committed to City Market's store expansion timeline. He reflected on staff and manager engagement in the planning process for the internal store. John also presented on the store's efforts to engage the community members and local businesses in the conversation and process. Logistics, design, and engagement continue to be the three main aspects of the expansion project.

The Board asked clarifying questions.

### B Global Executive Constraint

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance.

Michael invited the Board to ask questions and comment on the content of the report. The Board asked clarifying questions including but not limited to how the report addressed partial compliance, the language and purpose regarding the principle of autonomy and independence, and the meaning of the fifth principle of member education.

### B4: Financial Condition

Michael invited the Board to ask questions and comment on the content of the report. The Board's comments included how the dates related to the reporting quarter.

The Board reached consensus that the interpretation and the data was sufficient to demonstrate compliance. The Board did not see reason to revisit or change the report.

John shared with the Board how City Market is helping with loans to new cooperatives, which is currently not included in the report. Aurora Co-op, a co-op under development in New York, fell short in their funding because a major lender withdrew before plans were finalized. Aurora requested support from other supporting GMs/stores given the untimely nature of the withdrawal. John updated the Board that he has requested City Market put forward a \$35,000 guarantee; this was not included in the report because it is not currently moving forward unless all other GMs commit. He assured the Board he will keep them updated on the process.

## **Board Monitoring**

### D3: Board Officers, Elections and Roles

Faye reviewed D3 and reported the Board is in compliance. The Board shared they are pleased overall with how the Board officer roles are functioning.

Rachel noted how she, as Secretary, does not ensure all board members receive a meeting agenda, but it is currently written under her role; she asked if this should be moved or removed because it is currently part of the meeting packet, which John prepares for the Board. The Board decided to remove D3:5.b. as a duty to the Secretary.

### D4: Board Members' Code of Conduct

Rachel reviewed D4 and reported the Board is in compliance. The Board presented code of conduct highlights.

Charles asked for clarification on 2.C. regarding applying for a job at City Market and the timing of when an individual should resign from the Board. The Board clarified 2.C.

John asked for clarification on 2.B. regarding when a member should step out of a decision. A Board Member shared their preference for flexibility.

Julia suggested that the Board dedicate a time in the year's cycle to reflect on the Code of Conduct and sign an attestation.

## **Expansion & Board Policy**

The Board reviewed a proposed limitations policy.

The Board discussed adding a new policy around creating a new business entity. However, it could apply to dissolving or changing other business entities and maintaining this as Board-level authority.

The Board requested a draft of a new policy or a policy modification prior to making a decision. A Board Member requested Julia and Rachel consider drafting it as a new policy; they felt "it's bigger" than fitting under B.4.

## **Future Planning**

### Open Member Time Response

Last month, Members presented a request for the Board to add times to monthly agendas to receive a Steward's report. A Board subcommittee felt that because the contact negotiations and union relationship is operational, the subcommittee was unsure what they might do with the report. The Board president recommended that a Steward report not be a consistent agenda item. Allison S. proposed incorporating the Steward report as a Board education opportunity offered at some point in the year. Faye added considering the report as a potential Board Education opportunity to the "Parking Lot."

Faye wanted to highlight that this decision in no way limits the Members' ability to present during allocated Open Member Time at Board meetings.

The Board supported Julia and the subcommittee's work and final decision.

#### Spring Retreat Planning & Logistics

Julia asked the Board to begin thinking about retreat dates. Typically, the spring retreat is held in March; the Board agreed to continue with this pattern. The Board proposed a Doodle Poll to include the first and second weekend in April.

#### Review Parking Lot

The Board discussed how they will address "Parking Lot Review" as this is the first meeting it was included on the agenda. The purpose of the list is to review long-term/big-picture goals as a group and to consider items that might no longer be valid. Faye highlighted that this meeting allowed members to review the format, and moving forward, the Board will revisit the items.

#### Review Board Calendar

The Board discussed changes to be made to the Board Calendar. Charles shared he might be unable to attend December meeting; thus, he traded D.11. with Joanna's November review of C.1.

#### **Wrap Up**

The Board commended each other for arriving well-prepared.

#### **Executive Session**

The Board moved into Executive Session at 8:29pm to discuss expansion. The Board came out of Executive Session at 8:54pm.

#### **Adjourn**

The Board adjourned at 8:54pm.

#### **Action Items**

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

**Allison Weinhagen** will plot Rally-for-Change data for year-over-year with the totals for November meeting.

**Julia** will reach out to the new Board member to coordinate orientation date and welcome her to upcoming board meetings.

**Michael** will send out a scheduling email regarding Board member orientation.

**John** will incorporate updates on NCG compliance into Board meeting infrastructure. **John and Julia** will determine where this update might fall in the Board meeting process (ensure it happens at least annually).

**Rachel** to remove D3 - 5.b (ensuring all Board Members receive an agenda prior to the meeting) from the duties of the Secretary.

**Julia** and **Rachel** will develop a draft board policy or a policy modification for creating, dissolving, or changing other business entities and maintaining this as Board-level authority.

**John** will develop and send out a Doodle Poll to establish a Spring Retreat date to include the weekends in March and the first two weekends in April; he will send it out no later than Wednesday, October 28.

**The Board** to respond to John's "Spring Retreat Doodle Poll" by Monday, November 2<sup>nd</sup>.