

Onion River Co-op/City Market

Board of Directors Meeting

February 27, 2017

Board Attendance:

Julia Curry, Board Member, President
Faye Conte, Board Member, Vice President
Charles Baldrige, Board Member
Allison Searson, Board Member, Treasurer
Ali Kenney, Board Member
Jennifer Kennelly, Board Member, Secretary
Eric Boehm, Board Member (for Executive Session)

Absent:

Sarah Alexander, Board Member
Wayne Warnken, Board Member

Also in attendance:

John Tashiro, General Manager
Michael Healy, Board Facilitator
Frank Sadowski, Gallagher, Flynn & Company
Allison Weinhagen, Director of Community Engagement
Tim George, Director of Finance
Eric Pierce, Director of Operations
Liz Jarvis, Membership Manager
Kiersten Hallquist, Board Minutes-Taker
Serrill Flash, Member

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

Preliminaries

Review Agenda

The Agenda was accepted as written with the addition of a Board budget discussion after the CCMA discussion.

Review Minutes

The January 23, 2017 minutes were accepted as written.

Review Action Items

The Action Items list was reviewed and accepted with eleven items removed.

Open Member Time

Members were invited to comment; no Members commented.

Elect Officers

The following positions were confirmed: Julia as president, Faye as vice president, and Jennifer as secretary.

The Board decided to move the treasurer position election into the next month in light of an interested Board Member, who was not present for this portion of the meeting. The Board acknowledges this will be in violation of current policy.

CCMA Attendance

CCMA occurs Thursday, June 8th –Saturday, June 10th.

The Board is currently over budget. One of the only places to cut cost is in CCMA funding or food spending.

Funding to attend includes flights, room, and food. Three Board Members are interested in attending the event, and perhaps a fourth member. Attendees prioritized first are those who haven't gone before, officers, and then those who haven't gone in while. CCMA is already beginning to build their workshops and the program agenda. Early-bird registration deadline is April 14th.

The Board decided to take the conversation off-line from the meeting time in order to determine who will attend CCMA. Julia will orchestrate the discussion via email.

Food-Spending Discussion

Currently, when meetings are catered, the Board spends \$240.00 per meeting. When we use the Board charge cards, Board members and designated support staff get up to \$15 per person, which can still lead to significant savings.

The Board decided to use Board charge cards and do individual grab-and-go dinner until the end of the fiscal year, and the Board will re-evaluate at the end of the fiscal year.

GM Reporting

Monthly GM Update

John presented his report to the Board and shared some highlights including but not limited to introducing the new Director of Operations, Best Place to Work designation, and the positive trend (through 2/26) in February sales numbers.

The Board asked clarifying questions and shared personal observations. The Board appreciated the internal updates, including the plans for staff Town Hall Meetings to provide space for discussions about the expansion.

B6: Emergency GM Succession

John presented the B6 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics.

The Board accepted the report as demonstrating compliance with the policy, except where noncompliance was noted in the report. The Board accepted the report as written without further information, noting the noncompliance.

The Board discussed whether or not the policy should continue as written. Language may have been adapted from the CBLD policy register template. Michael Healy will revisit the CBLD policy template to explore whether or not the language was updated recently.

The Board decided the language could be clarified and is worth revisiting in the future.

B4.3: Financial Condition Update

John addressed the January-tabled review of B4.3 with the Leadership Team's formal plan to address noncompliance. He provided a presentation to the Board entitled "A Plan for Growth & Opportunities" to supplement his handout, outlining the B4.3 plan to achieve compliance.

The Board shared personal observations and asked clarifying questions.

John and Allison W. highlighted need to improve cross-department collaboration, category management, and targeted transaction for short-term improvements in light of current store size limitations.

The Board requested five or six key-performance-indicators (KPIs) to allow the Board to track progress, what programs will address the KPIs, and the impact on revenue.

The Board will revisit this item at the March meeting.

Future Planning

Open Member Time Response

The Board did not have Member comments to address.

Review Board Calendar

The Board accepted the calendar as written.

Allison S. will call into the March meeting. Ali is confirmed for March with a possible late arrival. Faye will be unable to attend the March meeting. |

NFCA Logistics

John, Faye, and Julia are overseeing the logistics and will work out the details.

Retreat Dates

The retreat will be off-site.

Three people still need to respond to the Doodle Poll in order to finalize the date.

Wrap Up

The Board shared their appreciation for the B4.3 presentation and the work that went into it.

Executive Session

The Board moved into Executive Session at 8:04 PM to discuss GM compensation data.

The Board came out of Executive Session at 9:37 PM.

Adjourn

The Board adjourned at 9:37 PM.

Action Items

Allison Weinhagen will survey the Board tabling participants on their experience and thoughts on tabling.

Faye will research possible growth and improvements to the Board Perpetuation process.

Tim & John will provide the Board with an update when Farmer/Producer loan applications have been finalized/approved (two still pending).

John will develop the “score card” for the Board as a tool for updating on the expansion project and a way to incorporate finance into the expansion update; this will be done at the end of this quarter (for the April Board meeting).

John and Julia will review Matt’s request prior to the next planning meeting, and incorporate Board education on the retained patronage section of the bylaws.

Julia will add the Treasurer election to the March agenda.

Julia will follow-up with the Board re: CCMA attendance after tonight’s meeting in light of interest/popularity.

Michael will revisit the CBLD Policy Template to determine whether or not they’ve revisited or updated B6 policy language.

Julia and Faye will add revisiting and reevaluating B6 policy language to clarify intent to the parking lot.

Allison W. and John will send the PPT presentation addressing B4.3 to the Board for careful review.

John will coordinate with Faye and Julia to plan NFCA.

Julia will keep B4.3 on the agenda for continued discussion in March.