

Onion River Co-op/City Market

Board of Directors Meeting

March 27, 2017

Board Attendance:

Julia Curry, Board Member, President

Charles Baldrige, Board Member

Allison Searson, Board Member, Treasurer (via conference call)

Ali Kenney, Board Member

Jennifer Kennelly, Board Member, Secretary

Eric Boehm, Board Member

Sarah Alexander, Board Member

Wayne Warnken, Board Member

Absent:

Faye Conte, Board Member, Vice President

Also in attendance:

John Tashiro, General Manager

Michael Healy, Board Facilitator

Allison Weinhagen, Director of Community Engagement

Tim George, Director of Finance

Liz Jarvis, Membership Manager

Serrill Flash, Member

Ethan Hurley, Member

Ben Cohen, Member

Kristen Connors, Member

Avery Book, Member

Gene Bergman, Member

July Sanders, Member

Adrienne Lueders-Dumont, Member

Peggy Owen Sands, Member

Chris Chappa, Member

Jesse Taylor, Member

Taran Wise, Member

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

Preliminaries

Review Agenda

The Agenda was accepted as written with the following changes: decided to have John attend the beginning of executive session and the CCMA and budget discussion was moved to executive session.

Review Minutes

The February 27, 2017 minutes were accepted as written.

Review Action Items

The Action Items list was reviewed and accepted with 7 items removed.

Open Member Time

Kristen Connors introduced herself to the Board as a Co-op Member, City Market employee, and UE Local 203 union steward. She read a letter to the Board sharing the Union's support for a co-worker in the store and asking that the Board hold management accountable. Kristen asked the Board to stand with the Union on this matter. Kristen distributed copies of the letter, with attached signatures from some employees, to the Board.

Avery Book introduced himself as a Co-op Member and Vice President of the Vermont Worker's Center (VWC). Avery read a letter on behalf of VWC which included several requests. Avery distributed copies of the letter to the Board.

Gene Bergman introduced himself as a Co-op Member and the President of the First Unitarian Universalist Society of Burlington. Gene expressed his opinion regarding the personnel matter and feels that the Co-op has an obligation to treat our employees well. Gene asked the Board to review their executive limitations with this issue in mind, in particular both policy B and policy B1, to ensure that the Board is monitoring management staff adequately and correctly.

July Sanders introduced herself as a Co-op Member. July also shared her opinions regarding the personnel matter. She expressed that wants to know that the Co-op's employees are being taken care of.

Ethan Hurley introduced himself as a Co-op Member. Ethan asked the Board to reflect in the January minutes that he was not in attendance. Ethan asked the Board to consider whether not catering dinner was welcoming to Members or exclusionary. Ethan asked the Board to ensure that openness and a welcoming atmosphere are considered in the Board Meeting planning process.

CCMA and Budget

The Board decided to move this discussion to executive session.

Board Monitoring

D9: Board terms of office

Charles reviewed D9 and reported the Board is in compliance.

Charles noted a clarifying question around how many years, including both full and partial terms, each Board Member can serve and suggested that it be addressed later. The Board asked clarifying questions. Julia suggested that the Board address this sooner rather than later. The Board agreed that Julia will put this topic on a future agenda.

GM Reporting

Monthly GM Update

John presented his report to the Board and shared some highlights including but not limited to the hiring of Matt Butterly as our new Downtown Store Manager and the Co-op's recent Patronage Seedling Grants Award Ceremony.

The Board asked clarifying questions and shared observations.

In addition to his report, John shared the restructuring of a loan program with CFNE with a lower interest rate going forward.

B7: Customer Service & Value

John presented the B7 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics.

The Board discussed whether the policy period being evaluated to a fiscal year time period (instead of a March to February time period) should be changed so that the report is monitoring newer data. John suggested changing the timings of when the Board monitors this policy, but staying with the fiscal year time period.

John will add the percentage of price comparisons to the B7 policy the next time it's monitored.

The Board accepted the report as demonstrating compliance with the policy.

Julia, Faye, and John will look at possibly adjusting the timing of the B7 policy (and other policies) in the Board's calendar and will bring their ideas back to the Board.

B4.3: Financial Condition Update

John provided an updated plan for current B4.3 non-compliance with key-performance-indicators (KPIs), what programs will address the KPIs, and the impact on revenue.

The Board expressed their appreciation for the plan, shared personal observations and asked clarifying questions. The Board suggested that there might be the need for additional clarification of specific metrics for success in the future.

The Board accepted John's plan for coming into compliance as reasonable. The Board will be monitoring this policy again in April. At that time, the Board will decide whether or not a formal process is needed to monitor the success of this plan.

Farmer/Vendor Loan Update

Tim George shared a status update about the Farmer/Vendor Loan Program after meeting with legal counsel. The Co-op will need to become a licensed lender but will likely be granted exception by the state. The question was raised if it is in the best interest of the Co-op to continue making 0% interest loans in its current fiscal environment.

The Board asked clarifying questions and shared personal observations. Jennifer noted that the Board has a policy to address investing the Co-op's funds. The Co-op has not approved any new loans at this time in order to address these concerns. The possibility was raised of forming a partnership with a legal lender, such as a credit union, going forward with this program.

John and Tim will update the Board as new information is gathered.

Elect Treasurer

The Board revisited the question of electing a 2017 Treasurer with all interested Board Members present. Eric, who is interested, was not present at the last meeting, but elected to defer to Allison S if she is still interested. Allison expressed continued interest in serving as Treasurer.

The Board elected Allison Searson as Board Treasurer.

Proposed Mini-Retreat Agenda

John distributed a draft for and led a discussion of the proposed agenda for the Board's upcoming mini retreat on April 19. Julia indicated that the Board's B4 policy monitoring will be the focus of the mini retreat. John will have reference documents for this agenda available by April 17 at the latest.

The Board accepted the proposed mini retreat agenda.

GM Compensation

Julia sent the 2012 review of the RFP to the Board prior to the meeting. Julia raised the question of whether the Board would like to use the RFP process again for determining GM Compensation and would like to make sure that the Board is aligned on this topic.

Michael, in his role as consultant, led a review of the RFP process. Michael clarified the RFP process as a compensation negotiation and offered his professional opinion as a consultant.

The Board was satisfied with his explanation and did not have clarifying questions.

Julia led a discussion of the timeframe of this process. The Board will strive to have an initial proposal ready by the April Board meeting.

Future Planning

Open Member Time Response

Julia outlined the specific requests that she heard during Open Member Time. The Board determined that in regards to the request to take direct action, they have delegated authority to the General Manager to take direct action regarding grievances. John shared that management is currently doing their due diligence by following the grievance procedure and that we are in the middle of an investigation of this incident.

Julia will respond on behalf of the Board. The immediate response to the request to immediately intervene and take action is that the issue is currently going through the steps outlined in City Market's Union contract. If there is no satisfactory resolution, in relation to the Board's policies, the Board could possibly look at it again.

The Board discussed Gene's request to reexamine B and B1 policies and review as to whether they are adequate. The Board shared their ideas around how to respond, including but not limited to adding this discussion to the Board's all-day retreat topics. Julia will respond to Gene with a response after circulating a draft to the Board.

The Board discussed Ethan's concern around continuing to welcome new Members and offering them the same privileges, such as dinner, as the Board enjoys. The Board expressed awareness for this topic and conveyed that this topic will come up again as part of the Board's regular budget discussions.

John expressed that workplace health and safety is extremely important to management and the Co-op. John shared that the Co-op continues to be welcoming and committed to serving our Members on many levels event during a time of change with the expansion process.

To address the request to support the employee in question, the Board shared that following the established process to resolve grievances is an integral part of supporting all of the Co-op's employees.

Review Board Calendar

The Board made changes to and accepted the calendar. Julia reviewed the Board's policy monitoring process.

Full Day Retreat

Julia asked the Board to share their thoughts on her draft plan for the upcoming full-day retreat on May 20. The Board discussed plans for this retreat and offered suggestions. The Board will submit any additional ideas for retreat topics to Julia by Monday, April 4.

Wrap Up

The Board did not have anything to share.

Executive Session

The Board moved into Executive Session at 8:41 PM to discuss General Manager compensation data.

The Board came out of Executive Session at 10:10 PM.

Adjourn

The Board adjourned at 10:10 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.

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

Julia will add a look at the possible clarification of B9 policy to a future agenda.

John will add the percentage of price comparisons to the B7 policy the next time it's monitored.

Julia, Faye, and John will look at possibly adjusting the timing of the B7 policy (and other policies) in the Board's calendar and will bring their ideas back to the Board.

John and Tim will keep the Board updated on the Farmer/ Vendor Loan program as new information becomes available.

John will provide the Board with the agenda's reference documents for the mini retreat available by April 17 at the latest.

Julia will respond to the Union's written request after sending a draft to the Board.

Julia will respond to the Worker's Center written request after sending a draft to the Board.

Julia will respond to Gene's spoken request after sending a draft to the Board.

Allison W will share the agendas and minutes for the last three retreats with the Board by the end of the night.

The Board will reach out to Julia by Monday, April 4 if they have additional ideas for their May Retreat.