

Onion River Co-op/City Market

Board of Directors Meeting

April 24, 2017

Board Attendance:

Julia Curry, Board Member, President
Charles Baldrige, Board Member
Allison Searson, Board Member, Treasurer
Jennifer Kennelly, Board Member, Secretary
Eric Boehm, Board Member
Sarah Alexander, Board Member
Wayne Warnken, Board Member
Faye Conte, Board Member, Vice President

Absent:

Ali Kenney, Board Member

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
Kiersten Hallquist, Member, Board Minutes-Taker
Serrill Flash, Member
Nancy Nesbitt, Member

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

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The March 27, 2017 minutes were accepted as written.

Review Action Items

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

Open Member Time

Members were invited to comment. No Members commented.

Board Monitoring

D8: Cost of Governance

Faye reviewed D8 and reported the Board is in compliance.

Board Budget FY18

Allison Searson presented on the Board Budget. Highlights included but were not limited to hopes to lower costs of meeting meals, additional funding for CCMA to allow two Board Members to attend, and some minor adjustments to retreat budgets to save money.

The Board asked clarifying questions and shared observations. The Board had a more focused discussion regarding Board Meeting meals and Member Meeting costs. The presentation was informational; the Board did not make a decision regarding the budget.

GM Reporting

Monthly GM Update

John presented his report to the Board. John wanted the Board to note the following correction in his report: the second bullet point within the finance section should read \$1,213,479, with a 0.1% increase over 2016. Highlights of his presentation included but were not limited to a notable growth in organic food as compared in conventional food sales, continued work around the Co-op Basics program and improving healthy food access, and an update on expansion progress and related Town Hall meetings with staff.

The Board asked clarifying questions and shared observations.

B4: Financial Condition

John presented the B4 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics. There was in-depth discussion specific to promotions.

The Board noted the report was out of compliance in B4.3. The Board also noted potential noncompliance under B4.5 based on the operational definition and data provided; they requested clarification in the operational definition regarding Membership growth targets.

Except where noted in B4.3, the Board accepted the report as demonstrating compliance with the policy. The Board accepted John's plan for coming into compliance as reasonable. The Board requested John provide clarification of the B4.5 operational definition in the next B4 report.

Julia and Allison S. approved the CFNE loan amendment on behalf of the Board; however, the question was raised as to whether full Board approval is needed for loan/finance amendments. Tim asked the Board to establish how they would formally like to address loan and debt changes moving forward; this was assigned as a Board task.

Future Planning

Open Member Time Response

The Board did not have Membership commentary to address.

Review Board Calendar

The Board accepted the calendar as written.

The Board asked clarifying questions regarding the scheduled annual review. In May, the Board will receive the B5 monitoring report, which will include a year's summary of data. The Board discussed timing around the staff survey and the annual review; this was assigned as a Board task.

Full Day Retreat Planning

The Board discussed plans for their upcoming May 20 retreat.

Wrap Up

The Board commended their collective improved efficiency and Allison S.'s dedicated work regarding the budget.

Executive Session

The Board moved into Executive Session at 7:18 PM to discuss GM compensation data, expansion tracking and Briggs parcel information.

The Board came out of Executive Session at 8:34 PM.

Adjourn

The Board adjourned at 8:34 PM.

Action Items

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

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.

Faye will add the following to the work plan: **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.

Julia will respond to the Union's formal request to take action after sending a draft to the Board.

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

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

John and Allison S. will meet and make a final decision on Meeting meals for the FY18 budget plan.

Julia will develop a proposal on how the Board would formally like to address loan and debt changes moving forward as soon as possible and present it for approval via email prior to the May meeting.

John will follow-up with Julia and Faye to determine timing on delivery of the staff survey results.