

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

Board of Directors Meeting

May 22, 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  
Ali Kenney, Board Member

### **Absent:**

None

### **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  
Adrienne Lueders-Dumont, Member  
Peter MacAusland, Member  
Ben Cohen, Member  
Earl Wright, Member  
Mikael Cham, Member  
Chris Chappa, Member  
Keith Brunner, Member  
Kate Kanelstein, Director of the Vermont Worker Center  
Jill Charbonneau, Vermont State Labor Council, AFL

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The April 24, 2017 minutes were accepted as written.

#### Review Action Items

The Action Items list was reviewed and accepted with 9 items removed.

## **Open Member Time**

Julia provided an overview of the Open Member Time and Board response procedure and then Members were invited to comment.

Ben Cohen introduced their self to the Board as a Co-op Member, City Market employee, and UE Local 203 union president. They shared they are working with John to address a personnel concern. Ben summarized what has occurred thus far and shared disapproval of the outcome. Ben emphasized that the issue has not been resolved and that the union is working with management to find a resolution.

Earl Wright introduced their self as a long-term Member and shared their personal opinion regarding the personnel matter. Earl plans to connect with other Members to discuss it further and expressed that they would like to see the Board take action soon.

Chris Chappa introduced their self as a current Member, shared their personal opinion regarding the personnel matter and expressed their disappointment for how the matter has been handled thus far. Chris requested the leadership management structure be revisited and evaluated.

Keith Brunner introduced their self as a long-time Co-op Member and shared their opinion regarding the personnel matter. Keith hopes the Board will represent the Coop's values and take an active role in resolving this matter.

Kate Kanelstein introduced their self as the Director of the Vermont Worker Center and addressed the women in the room. They shared they would like to know the Co-op's values are being upheld. They shared how they appreciated seeing a number of community members at the meeting, providing robust representation. Expressed interest in being informed of next steps in this matter.

Mikael Cham introduced their self as a Howard Center Employee and a representative of UE Local 1674. Michael expressed their dismay, shared their personal experiences working with City Market workers in a campaign at their own workplace, and shared their dedication to support a campaign should one arise at City Market.

Jill Charbonneau introduced their self as a representative from the Vermont State Labor Council. Jill shared they would like to know City Market employees are working in a safe environment.

Peter MacAusland introduced their self as a long-time Member and shared their opinion regarding the personnel matter and asked Board to address it.

## **Board Monitoring**

### C2: GM Job Contribution

Sarah reviewed C2 and reported the Board is in compliance.

### D1: Governing Style

Jennifer reviewed D1 and reported the Board is in compliance.

Jennifer shared that she researched the CBLD templates to explore potential updates and modifications to the D1 policy. Current policy focuses on accountability and empowerment; however, the CBLD structure focuses on the four pillars of cooperative governance. Jennifer proposed changing the policy language to align more with the CBLD structure.

Faye wants to ensure “encourage diverse viewpoints” is included in the new structure, should the Board choose to adopt it. Julia suggested ensuring the provided article is attached to the policy’s annual review, so the Board reviews the article whenever the policy is reviewed.

The Board approved adopting the new D1 policy template, aligning it to the provided CBLD template, with the addition of a sub-policy articulating that they will encourage diverse viewpoints.

## **GM Reporting**

### Monthly GM Update

John presented his report to the Board. Highlights included how communication is being facilitated regarding the expansion, how the store has successfully lowered emissions levels, how positive changes in the community are being supported, and the new store manager’s transition into the workplace community’s progress.

The Board asked clarifying questions and shared observations.

### Board Election Process Discussion

John and Allison Weinlagen presented a draft board candidate application to the Board and discussed items including the possibility of requesting a resume and question-design to gather more information related to leadership philosophy and visioning.

The Board asked clarifying questions, shared observations, and made further suggestions for application edits including reframing question #2 (reflecting both size of the business and business ends) and creating space to articulate business management experience should they have it. The Board suggested providing more information on current Board Members as a point of comparison for candidates.

Board Members suggested a hybrid vetting process for the applicants to incorporate Member and Board feedback. Faye, Charles, and Allison Searson formed a subcommittee to further research Board Member education for individuals running for the Board.

The Board will revisit the latest revision of the application at the June meeting.

### B5: Communication & Counsel to the Board

John presented the B5 report to the Board. The Board asked clarifying questions and shared observations. The Board accepted the report as demonstrating compliance with the policy.

### B10: Communication Support for the Board

John presented the B10 report to the Board. The Board asked clarifying questions and shared observations. The Board accepted the report as demonstrating compliance with the policy.

### Proposal to Convert NCB Debt Structure

Tim George presented the proposal to convert the structure of the Co-op's existing National Cooperative Bank (NCB) Loan. Tim provided details regarding the proposed note transformation and logic behind the proposed changes. The Board was asked to vote either in favor or against the loan transformation from a term-note to a line-of-credit note.

The Board asked clarifying questions and discussed specific loan details. If John demonstrates this proposal still allows the Co-op to meet Financial Conditions as stated in B4 Policy, then the Board would be moved to approve it. Although the Board might support the proposal in isolation, they shared concern regarding the rise in complexity of the financial structure of the Co-op. This may mean seeking outside expertise to advise them on this critical concern.

The Board requested John demonstrate how the new proposal aligns to B4 in comparison to the current structure and provide them with a copy of the document outlining the new line-of-credit structure.

### **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 been educated in the grievance process and have delegated authority to the General Manager to take direct action regarding grievances. They are closely monitoring progress and ensure Membership they will take action should the need arise.

Charles acknowledged they are hearing new input and voices, which align with messages they've heard before.

Julia will respond on behalf of the Board, sharing previous communications with the new participants.

#### Review Board Calendar

The Board reviewed the calendar and approved it with the following change: plan to review B7 during the September meeting. This would allow needed space in March and review the policy with when supporting data is made available.

### **Wrap Up**

The Board shared appreciation to detail regarding the loan discussion and the expertise they have within their Membership.

### **Executive Session**

The Board moved into Executive Session at 8:05 PM to discuss a grievance update, the GM compensation proposal and the GM annual review.

The Board came out of Executive Session at 9:27 PM.

### **Adjourn**

The Board adjourned at 9:27 PM.

**Action Items**

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

**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.

**Jennifer** will prepare a new D1 policy, aligning to the CBLD template and incorporating the sub-policy on encouraging diverse viewpoints, and she will disseminate it to the Board.

**Tim** will pull together two pro formas for the June special Board session: one “do nothing scenario” and one with the new line-of-credit and implications of both.

**Tim** will provide the Board with a copy of the term sheet, which may require Board approval to develop official loan documents.

**Julia** will provide new Members in attendance with previous letters outlining response to the personnel matter discussed.

**The Board** will provide John with feedback regarding June special session date preferences.