

Onion River Co-op/City Market

Board of Directors Meeting

June 26, 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
Allison Weinhagen, Director of Community Engagement
Tim George, Director of Finance
Liz Jarvis, Membership Manager
Kiersten Hallquist, Board Minutes-Taker
Serrill Flash, Member
Peter MacAusland, Member
Lis Mickenberg, Member
Bonnie Acker, Member
Brian Carlson, Member

In attendance at pre-meeting Executive Session only:

Kerin Stackpole, SPHR, Paul, Frank & Collins
Kim Nolan, Director of Human Resources

The Board moved into Executive Session at 5:30 PM to receive legal consult on union contract and grievances.

A quorum was established and the open meeting started at 6:39 PM.

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The May 22, 2017 minutes were accepted as written.

Review Action Items

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

Open Member Time

Bonnie Acker and Brian Carlson, longtime Co-op gardeners, and Lis Mickenberg, former Board president, presented to the Board. They shared concerns regarding finances removed from the Cooperative's garden maintenance and personnel changes and how the decisions were executed. They shared the essential role of the gardens, including beautification and plant and store education.

Kiersten shared how she's happy to serve the board as minutes-taker for another year, and she shared her appreciation for all of the work they do.

CCMA Report Back

Allison S and John gave an overview of their experiences at CCMA, which occurred in Minneapolis, Minnesota. Allison shared her experiences which included but were not limited to sessions regarding member loan campaigns, store expansion, member diversity, and a biking tour of the City's local cooperatives. John explored sessions including but not limited to insta-cart (online shopping), addressing competitive markets, and diversity. 400+ individuals attended.

Member Loan Campaign

Allison Weinhagen, Tim, and John presented on the Member Loan Campaign, and then the Board asked clarifying questions.

John and Tim provided the updated Member Loan terms to the Board. Allison W. distributed a preliminary draft of the offer document to the Board for review. Vermont regulations stipulate participants in the loan campaign must be Members of the Cooperative and Vermont residents.

Allison W. presented the timeline on the process to the Board: It will take six weeks for the state to approve the documentation after submission, and then terms should be ready for presentation to the general population in August. Thus, presenting locked rates is not possible at this time. As stipulated by Vermont regulation, the Board must authorize the Resolution prior to submitting the offer document to the State for review and approval.

The Board voted to authorize the campaign as presented conditional on having the terms presented at the meeting outlined as a written addendum, including clearly outlined reasonable rate ranges, and any changes to those stated and to-be-written terms must be approved by the Board prior to adoption and/or execution.

The Board shared interest in potentially participating in the outreach and engagement in the campaign; the Board decided to explore this further in a future discussion.

8:36 PM (between Member Response and Calendar Review) - John provided an updated Resolution to the Board with the requested updated loan terms.

"The Offering" is referring specifically to the formal offer document the Board received earlier in the meeting and is specific to the South End Store.

The Board approved the Authorizing Resolution for the Member Loan Program contingent on the offer interest rate not exceeding 3.8%, and to be completed within FY 2018 (June 30, 2018).

Board Monitoring

C3: Manager Performance

Eric reviewed C3 and reported the Board is in compliance.

Review Board Work Plan

Faye presented the work plan to the Board. The Board discussed specifics and asked clarifying questions. The work plan works in conjunction with the Parking Lot. Both the work plan and parking lot are reviewed monthly by the President, Vice President, General Manager and Board Facilitator in the Board planning meeting.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to new hires coming on-board, the new beverage cooler, the Cooperative's recently-received "Cooperative Excellence Award", and established new office and conference space next door to the store.

The Board asked clarifying questions and shared observations.

Allison W. presented on the process behind disseminating the customer feedback survey, which led to better results than previous years, including social media, paper mailings, Seven Days advertising, and store gift card drawings incentives.

The Board suggested incorporating timeline goals in John's status update on the plan versus using the language of "not currently underway."

Revised Board Application

John and Allison Weinhagen presented their second draft of an updated Board application to the Board. The Board shared observations and discussed potential pros and cons to the added requirement to include a resume with the application.

B9: Membership

John presented the B9 report to the Board. The Board accepted the report as demonstrating compliance with the policy. The Board asked clarifying questions, shared observations, and recommended the following changes to improve data presentation: remove or adjust table misrepresenting Member digital and online engagement, remove requirement of USDA approval because this is no longer required, and Members benefits' operational definition.

Call for Don Schramm

John reminded the Board to submit nominations for the Don Schramm Award.

Future Planning

Open Member Time Response

John will provide the Board with background information regarding the decisions around the gardens via email. Julia will follow-up with the Members who presented to thank them for attending and sharing.

Julia presented on the shared communication regarding the Keep BTV Local Cooperative, which has developed in an effort to purchase Burlington Telecom to form it into a cooperative. A request was made to the Board and General Manager to speak out in support of the effort. The Board shared they felt they need more information regarding the campaign before they are able to make a decision, or making a formal statement.

The Board discussed Non-Member attendance. Board meetings are for Members only, although non-Members traditionally can attend by Board invitation only; however, we've recently had non-Members attend the meetings without pre-approval or invitation.

The Board chair will present this policy to attending non-Members moving forward and provide space for an exception; Board chair will obtain visitors information and present them to the Board if the Chair decides to approve the exception.

Review Board Calendar

The Board reviewed the calendar and approved it.

Wrap Up

The Board shared appreciation for Julia's facilitation.

Executive Session

The Board moved into Executive Session at 8:50 PM to discuss debt restructuring and the GM compensation proposal.

The Board voted 6 in favor, 2 formally disagreed, and 1 stood aside to transition the Co-op's long term note with National Cooperative Bank to a line of credit with National Cooperative Bank at the terms shared by management.

The Board came out of Executive Session at 9:20 PM.

Adjourn

The Board adjourned at 9:20 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 August meeting.

Julia will provide new Members in attendance at May's meeting with previous letters outlining response to the personnel matter discussed.

Julia will add "Discuss Board Engagement in Member Loan Campaign" on a future agenda.

Julia/Faye will provide timeline date confirmations for the Board work-plan at the July meeting.

Faye will update the work-plan, including removing the word “uncashed” on the patronage return line item.

John will revise the Status Update regarding Plan to incorporate timeline goals versus using the language of “not currently underway.”

Allison W. and John will incorporate the Board’s recommended edits to B9 to improve the language and data presentation.

John will provide the Board with background information regarding the decisions around the gardens via email.

Julia will follow-up with the Members who presented in June meeting to thank them for attending and sharing.

John will follow-up with Don Schramm to secure educational materials for the Board regarding the Keep BTV Local Cooperative.

Julia will respond to Don Schramm with the Board’s feedback.