

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

Board of Directors Meeting

September 25, 2017

### **Board Attendance:**

Sarah Alexander, Board Member

Eric Boehm, Board Member

Faye Conte, Board Member, Vice President

Julia Curry, Board Member, President

Charles Baldrige, Board Member

Jennifer Kennelly, Board Member, Secretary

Ali Kenney, Board Member

Wayne Warnken, Board Member

Allison Searson, Board Member, Treasurer

### **Absent:**

None

### **Also in attendance:**

John Tashiro, General Manager

Michael Healy, Board Facilitator

Allison Hope, Director of Community Engagement

Kiersten Hallquist, Member and Board Minutes-Taker

Serrill Flash, Member

Joanna Grossman, Member and Board Member candidate

Ethan Hurley, Member and Board Member candidate

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The August 28, 2017 minutes were accepted as written.

#### Review Action Items

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

### **Open Member Time**

Members were invited to comment. Joanna Grossman shared she applied to run for the board.

#### Seedling Grant Approval

Two Board Members openly shared they have conflicts of interest pertaining to the seedling grants put forth for approval (they work under the applying organizations), and they asked if they needed to recuse themselves. The Board invited the two Board Members to stay for the conversation; however, asked the two Board Members to abstain from the final decision-making process.

John and Allison H. presented an overview of the Seedling Grant review and selection process. Allison H. presented on each group the Seedling Grant Selection Committee put forward as recommended recipients.

With two members abstaining from the vote, the Board approved the recommendations made by the Seedling Grants Selection Committee.

### Proposed By-law Changes

Faye and Alison S. presented the proposed bylaw language to the Board. The Board aimed to address challenges created by partial terms (when people are appointed mid-year) when adhering to the nine-year limit, which is stipulated in the Board By Laws.

Proposed language: No Board Member may serve more than nine (9) consecutive years, with the exception of individuals who are appointed by the Board for a partial term of less than one year. An appointed Board Member will begin counting their nine (9) years if elected for a full term. The Board discussed the proposed changes and potential outcomes.

One board member shared another cooperative's approach: appointing someone into the position to fill out the remainder of the member's term and then the position would be filled during the normal election process.

The Board decided to table the decision regarding the language in light of its need for in-depth discussion and lack of urgency around making a decision.

### **Board Monitoring**

#### D5: Committee Principles

Allison S. presented D5 to the Board and reported the Board is in compliance.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to failure to hit their first quarter sales target, the soft-launch of Discount Days pilot program started last week, and an update on the progress on the South End Store hiring process (including a number of internal promotions) and building progress.

The South End Store is progressing on schedule, with the goal to open before Thanksgiving.

John is under a March 2018 deadline to put forth a recommendation regarding the North End location and Redstone's proposal for a long-term lease. He is aware of the deadline and is planning to begin incorporating this into his updates starting the New Year, once the South End Store is up and running.

The Board asked clarifying questions and shared observations.

#### Member Loan Campaign

John provided an update and overview of the current status of the campaign to the Board.

### B1: Staff Treatment, Compensation & Benefits

John presented his report to the Board.

The Board shared asked clarifying questions, shared observations, and discussed the data. Discussion occurred around supporting staff satisfaction.

The Board accepted the B1 report as demonstrating compliance with the policy, and the Board accepted the report as written.

### B4.3 Update on Compliance Plan

John provided an update and overview of the current status of the Compliance Plan progress to the Board; the most significant update was in regards to the launch of the Discount Days pilot program.

### B7: Customer Service & Value

John presented the B7 report.

The Board asked clarifying questions, shared observations, and discussed specific metrics.

The Board accepted the report as demonstrating compliance with the policy, and the Board accepted the report as written.

## **Future Planning**

### Open Member Time Response

The Board did not have member commentary to address.

### 'Get out the vote' in October

Board members signed up for tabling in October. Allison H. recommended Board Members have their flyers on their person during the election season as an easy reference.

### Review Board Calendar

The Board reviewed the calendar and approved as written.

Allison S. may need to call into next month's meeting.

John shared plans to rent a van to transport interested parties to the Coop Café, which is in Greenfield, MA (3.5 hours away), on November 4<sup>th</sup>. He invited Board Members to contact him if they are interested in attending.

Sarah signed up to review the D.10 policy in January.

## **Wrap Up**

The Board shared their appreciation for navigating challenging and complex discussions together this evening.

## **Executive Session**

The Board moved into Executive Session at 7:49 PM to review the expansion scorecard, hear an update on the RFP for Briggs St, and hear a communication on patronage refunds.

The Board came out of Executive Session at 8:30pm.

### **Adjourn**

The Board adjourned at 8:30pm.

### **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.

**Faye** will add to the parking lot/work plan: “Allison H. and John will incorporate the Board’s recommended edits to B9 to improve the language and data presentation.”

**The Board** will submit their personal resumes to Alison W. and Liz as soon as possible; they will need the resumes by Wednesday, September 27.

**John and Allison H.** will follow-up with Board members regarding Member Loan Campaign volunteer opportunities and duties.

**Julia** is working to finalize a GM contract, which the Board will review at a later date.

**Julia and Faye** will add “Reviewing the Shopper Survey Results” to a future agenda. The shopper survey occurs every two years.

**John** will email the Board details regarding the Coop Café event and travel plans to field interest.