

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

Board of Directors Meeting

October 23, 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, via conference call

Wayne Warnken, Board Member

Allison Searson, Board Member, Treasurer, via conference call

### **Absent:**

None.

### **Also in attendance:**

John Tashiro, General Manager

Michael Healy, Board Facilitator

Liz Jarvis, Membership Manager

Tim George, Director of Finance

Kim Nolan, Director of Human Resources

Allison Hope, Director of Community Engagement

Kiersten Hallquist, Board Minutes-Taker

Joanna Grossman, Member and Board candidate

Kevin Booth, guest from Kennett Square Co-op in PA

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted with the following change: auditor's presentation was rescheduled to November.

#### Review Minutes

The September 25, 2017 minutes were accepted as written.

#### Review Action Items

The Action Items list was reviewed and accepted with 4 items removed.

Faye will be representing the Board at the Coop Café; John will attend if he can.

### **Open Member Time**

Members were invited to comment.

Kevin is working with a group to get a cooperative grocery store off of the ground in Pennsylvania and attended to learn more about how a successful co-op operates.

#### Member Meeting Wrap-up & Review

John shared an overview on the recent Member Meeting, sharing personal observations and solicited feedback from the Board.

The Board shared their general observations, including but not limited to positive feedback on the new meeting space, the flow of the evening (“even smoother than last year”), Member engagement, and the delicious food.

Alison Hope shared her appreciation for Catering by Dales, the Echo catering staff, and the Prepared Foods team.

#### Board Elections Results

Alison Hope presented the Board Election Results. Joanna Grossman, Allison Searson, and Jim Rudolph were informed their terms will begin in January 2018. Joanna and Jim are invited to attend the November and December meetings as guests. The Board unanimously accepted the election outcome

This year, the team surpassed their goal of 5% turnout by a fraction of a point, which is the first time surpassing 5% in the past five years.

The Board shared their appreciation for the team who arranged for and set-up the voting table. The Board suggested putting together a short video in advance of the election individuals could share via various social media platforms.

### **Board Monitoring**

#### D4: Board Members’ Code of Conduct

Sarah presented D4 to the Board and reported the Board is in compliance.

The Board discussed three proposed specific language changes in the policy.

D4.2: The Board decided to remove “unconflicted” from the language to have it read “... Board members must demonstrate loyalty to the cooperative owners...”

A Board Member suggested updating the language to consistently use inclusive pronouns. The Board supported the to use consistent inclusive pronouns and committed to look for this in future policies.

In D4.2b, “a Board member only needs to abstain from conversation and vote when there is a decision with a conflict of interest.” Julia and Faye volunteered to discuss the language in D4.2b further and develop a proposal for language change to present at the November meeting.

#### D3: Board Officers, Elections and Roles

Jennifer presented D3 to the Board and reported the Board was out of compliance because of her own personal experience not being appointed to a position as of December. Jennifer proposed ensuring any position openings are assigned in December per D3 policy. The Board did not feel they needed to research the December position transition; however, agreed to dedicate themselves to getting a December check-in on position assignments into the work-plan.

Jennifer highlighted that Board members are permitted to delegate authority should they feel the need.

Jennifer asked the Board to consider revisiting what might be added to role responsibilities. Another member highlighted the need to update the language to inclusive pronouns. The Board discussed the suggestions.

The Board approved adjusting the treasurer's role and Jennifer volunteered to draft a D3 policy language update. Current officers were asked to draft a description of their role and how they serve in it to help facilitate future transitions between officers.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to sales trending slightly above national averages, expansion on schedule and on budget to hit mid-November opening, and recruitment efforts for various job openings.

The Board shared personal observations and asked clarifying questions.

#### B: Global Executive Constraint

John presented his report to the Board.

The Board asked clarifying questions, shared observations, and discussed the data.

The Board added "member equity" as a potential future Board Education topic to the long-term parking lot items.

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

#### B4: Financial Condition

John presented the B4 report to the Board. He noted how the interpretations of this report will change, starting next quarter, because the second store will be added to the metrics.

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

The Board accepted the report as demonstrating compliance with the policy, including the noncompliance noted in B4.3 and the General Manager's written plan for moving into compliance.

#### Member Loan Campaign

John and Alison Hope provided an update and overview of the current status of the campaign to the Board. Currently the Member Loan Campaign holds a November 12<sup>th</sup> deadline.

Various Board members volunteered to publish an article, post to Front Porch Forum, complete Thank You notes, and to table in the store. Alison Hope will be reaching out to the various volunteers over the next few weeks.

The cooperative could go through other loan institutions; however, member engagement and relationship building with members is a priority.

The Board asked clarifying questions.

### **Future Planning**

#### Open Member Time Response

The Board did not have Member commentary to address.

#### 2018 Retreats Planning

Julia presented a proposal for two retreats in 2018: spring and early fall. Spring could be a good opportunity to recap on the expansion progress and the Fall Retreat could focus on long-term/future planning.

The Board supported and agreed to two retreats. Members suggested finalizing the dates early in the year to ensure people can plan for the events, and the Board will need to adjust the Board budget to work around two retreats.

#### Review Board Calendar

The Board reviewed the calendar and approved as written. Joanna volunteered to review the Community Service Award in January.

### **Wrap Up**

The Board shared their appreciation

### **Executive Session**

The Board moved into Executive Session at 8:09 PM to review the expansion scorecard, to receive an update on the RFP for Briggs St, and discuss a personnel issue.

The Board came out of Executive Session at 9:02 PM.

### **Adjourn**

The Board adjourned at 9:02 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.

**The Board** will submit their personal resumes to Alison Hope and Liz as soon as possible; no later than the November meeting.

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

**Julia and Faye** will discuss the D4.2b language in depth and develop a proposal for change to be presented at the November meeting, where the Board will officially vote on all three language changes to D4, which were captured in the October meeting minutes.

**Jennifer** will draft an updated D3 to be presented at the November meeting.

**Four Board Officers** will draft an outline/guide document on their role, how they serve in it, and what it entails; documents to be presented at the December meeting.

**Alison Hope** will provide the Board with a template for Front Porch Forum posts and issue “thank you notes” to members with some suggestions for text.

**Faye and Ali K.** will connect prior to October 30<sup>th</sup> to determine who will publish an article for the Onion in regards to the Member Loan Campaign; article to be submitted to Alison Hope no later than October 30<sup>th</sup>.