

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

Board of Directors Meeting

January 23, 2017

### **Board Attendance:**

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

**Absent:** none

### **Also in attendance:**

John Tashiro, General Manager  
Michael Healy, Board Facilitator  
Liz Jarvis, Membership Manager  
Allison Weinhagen, Director of Community Engagement  
Tim George, Director of Finance  
Kiersten Hallquist, Board Minutes-Taker  
Serrill Flash, Member  
Peter MacAusland, Member  
Matt Cropp, Member

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The December 19, 2016 minutes were accepted as written.

#### Review Action Items

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

### **Open Member Time**

Julia presented to the new Board members on process for member share and Board response.

Members in attendance introduced themselves to the Board.

Matt Cropp presented to the Board on his on-going discussions with Terry Bouricius regarding a committee to research a new Board governance structure. He also discussed retaining member

patronage and keeping members educated about it. Matt shared about the newly-established Vermont Solidarity Investment Club, LCC, which invests in Co-ops, specifically; the group's purpose is to grow the co-op economy.

### **CBLD Report Back**

Sarah and Jennifer shared their experiences attending CBL (Cooperative Board Leadership) 101 in Keene, NH. Take-homes included but were not limited to learning co-op history, networking, exploring the co-op's 'finance narrative,' application of committee work, and furthering understanding of the four pillars of cooperative governance.

The Board asked clarifying questions.

### **Declaration of Officer Candidacy**

Julia presented on the Board officer appointment process.

Jennifer volunteered to serve as ad-hoc secretary for the Board this month. She will review the minutes for January. She shared she is interested in serving as secretary as long as these duties would not conflict with her being up for reelection this year. The Board approved Jennifer as eligible to serve as secretary if she is interested.

Julia currently serves as the Board President, Faye as vice president, and Alison S. as treasurer; each presented on their roles and responsibilities to the Board.

The Board asked clarifying questions.

Faye and Alison S. shared their interest in continuing in their roles. Julia shared she is willing to continue, or step down to allow another Board Member the opportunity. Eric shared he would be interested in serving as treasurer.

### **Review of GM Compensation Process**

Michael presented on the review process for negotiating GM Compensation.

The Board reflected upon and shared their personal experiences negotiating salaries, reviewed the Goehring and Colter reading (*Setting a Process on General Manager Compensation*, 2008), and Charles shared some historical context in regards to GM Compensation negotiation across the past three GMs.

Michael encouraged the Board to explore Colter's update on manager compensation, which is available in the most recent issue of *Cooperative Grocer*.

Faye noted that this education is in place in preparation for a review for retroactive short-term adjustment and for a full compensation analysis, which is stipulated to occur bi-annually in the current GM contract. In the spring, the Board will revisit the GM compensation negotiating process.

John shared that the Leadership Team is planning to complete a full compensation analysis for the organization as a whole, as they prepare for expansion.

The Board asked clarifying questions.

Frank Sadowski is currently compiling a report for the Board.

The Board will discuss this further during executive session.

### **Board Monitoring**

#### D10: Don Schramm Community Service Award

Wayne reviewed D10 and reported the Board is in compliance.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board and shared some highlights including but not limited to the hiring of a new Director of Operations and updates on the expansion.

The Board asked clarifying questions and shared personal observations.

The Board requested the GM include a finance category to the expansion update in the GM report moving forward.

#### B4: Financial Condition

John presented the B4 report to the Board. The Board asked clarifying questions, shared observations, and discussed specific metrics.

Allison Weinhagen shared plan development is underway for a Member loan and Member equity campaign as the store expands.

The Board accepted the report as demonstrating compliance with the policy, with section 4.3 removed for separate review.

The Board reviewed section 4.3 separately; the Board felt the data in section 4.3 did not demonstrate compliance and did not have a plan to reach compliance. The Board tabled review of 4.3 for February to allow the management team to update this section of the report with a formal plan.

John proposed adding a planning section to the formal GM Monthly Update Report to capture the work the Leadership Team is doing to plan and assess long-term store progress.

### **Future Planning**

#### Open Member Time Response

Julia summarized Matt Cropp's presentation for the Board. The Board discussed Matt's request to further educate Members about retained patronage. The Board asked Matt for clarification. Matt outlined a desire for a longer-term plan for the retained patronage and additional transparency.

Julia proposed John and Julia review Matt's request prior to the next planning meeting, and incorporate Board education on the retained patronage section of the bylaws.

The Board thanked Matt for his contributions and feedback.

#### Review Board Calendar

The Board accepted the calendar as written. Faye will be absent in March, Sarah in February, Allison S. is tentative for March, and Ali is tentative for March.

#### Upcoming Events: NOFA-VT & Neighboring Food Coop Association (NFCFA)

Alison W. will email the Board with details re: NOFA conference tomorrow.

City Market is a member of NFCFA. This is an opportunity to meet other Board Members from across the Northeast. Faye is on the Board of NFCFA, so her registration will not count toward the four approved attendees.

CCMA is on the horizon; the Board will discuss this opportunity at the February meeting. The Call for Workshops deadline is February 03.

Ground-breaking ceremony will be on February 8<sup>th</sup>, at 9AM.

Coop Patronage Seedling Grant Celebration is on Monday, March 13, at 9AM, in the Coop conference room.

#### Scheduling of Retreats

The Spring Board Retreat will take place on May 20<sup>th</sup>; food is provided.

The Board has a mini-retreat (dinner) between now and May (likely in March) to plan for the May day-long retreat.

#### **Wrap Up**

The Board shared their excitement for the new directors.

The Board shared their appreciation for the professionalism and respect upheld during the compliance/noncompliance discussions (B4 section 4.3). The Board and John shared in the continued goal to remain positive and supportive as the store takes on greater challenges and continues to raise the bar on performance and expectations.

#### **Executive Session**

The Board moved into Executive Session at 8:38 PM to discuss GM compensation data and to hear personnel updates.

The Board came out of Executive Session at 9:26 PM.

#### **Adjourn**

The Board adjourned at 9:26 PM.

#### **Action Items**

**Allison Weinhagen** will survey the Board tabling participants on their experience and thoughts on tabling.

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

**The Board** will consider Board positions in preparation for official assignment, which will occur at the February meeting.

**Julia** will determine if Frank Sadowski plans to present his report on negotiating GM compensation at the February meeting.

**Faye** will add “Expansion of co-op awards” in the long-term parking lot.

**Tim** will provide the Board with an update when Farmer/Producer Loan applications have been finalized/approved (two still pending).

**John** will develop the “score card” for the Board as a tool for updating on the expansion project and a way to incorporate finance into the expansion update; this will be done at the end of this quarter (for the April Board meeting).

**John** will add a finance section to the Monthly GM Update on expansion.

**John** will develop a plan to achieve compliance for B4 section 4.3.

**The Board** will revisit B4 section 4.3 at February’s meeting and check-in on the plan’s progress monthly, moving forward.

**John** will review the video of the 2016 Member Meeting to fully understand Matt Cropp’s request.

**John and Julia** will review Matt’s request prior to the next planning meeting, and incorporate Board education on the retained patronage section of the bylaws

**Alison W.** will forward Sortition article to the Board for review and **Faye** will incorporate this into her project/research portfolio to explore potential for further board education.

**The Board** will respond to Alison W.’s email re: NOFA conference no later than Friday, January 27

**Faye** will provide the Board with NFCA conference details/registration as soon as they are made available.

**Alison W.** will finalize and send the save the date for the ground-breaking ceremony on February 8<sup>th</sup>, 9am – 11am, to the Board.