

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

Board of Directors Meeting

May 21, 2018

### **Board Attendance:**

Sarah Alexander, Board Member, Secretary  
Charles Baldrige, Board Member, Treasurer  
Eric Boehm, Board Member, Vice President  
Faye Conte, Board Member, President  
Joanna Grossman, Board Member,  
Ali Kenney, Board Member  
Jim Rudolph, Board Member  
Allison Searson, Board Member

### **Absent:**

Julia Curry, Board Member

### **Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, General Manager  
Tim George, Director of Finance  
Allison Hope, Director of Community Engagement  
Kiersten Hallquist, Board Minutes-Taker  
Serrill Flash, Member  
Mike Fisher, Member

A quorum was established and the meeting started at 6:02 PM.

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The April 30, 2018 minutes were accepted with the following changes: on page 2, in the Board Budget FY19 section, add “The Board approved the budget with the clarifications and changes, as suggested”; the review of policy C2 was switched with the D1 review, to occur after D1 in light of assigned reviewer’s absence.

#### Review Action Items

The Action Items list was reviewed and accepted with six items removed

### **Open Member Time**

Mike introduced himself to the Board and shared he is currently on the school board of his district; he shared his intention to attend and observe a Board at work.

### Board Work Plan

Faye presented the Board Plan. She shared the primary goal is to develop a plan that accurately reflects the priorities of the Board.

The Board asked clarifying questions.

Faye added Board Perpetuation to the list of priorities; Eric added a targeted discussion regarding the use of committees moving forward to fall under “Board 2.0”; John suggested incorporating inclusion and diversity training, highlighting the work the leadership team has done to incorporate cultural bias training into their comprehensive staff and leadership trainings; John also suggested connecting with and learning from other cooperatives and their boards.

Faye noted to the Board that even though they are prioritizing items for their plan, if an item does not make the top list, it does not mean the Board will not get to the item. Everything they’ve selected for consideration is important to the Board.

The Board completed a meeting exercise that supported a discussion on Board priorities. Items the Board identified collectively as high priorities (activity outcome):

- Learn re: E-commerce
- Learn more about business intelligence
  - o What is it?
  - o Are there ethical concerns?
  - o What to do with it?
  - o How do people opt in (or out)?
- What could Board 2.0 be?
  - o What can or should the Board do to support, guide, monitor, look forward?

### **Board Monitoring**

#### D1: Governing Style

Joanna presented D1 to the Board and reported the Board is in compliance.

#### C2: GM Job Contribution

The Board reviewed C2 during the meeting and found the Board is in compliance.

The Board asked clarifying questions.

#### GM Annual Review Process

Faye presented the memo regarding GM Annual Review Process proposal to the Board, highlighting that the May meeting marks the launch of the process for the 2018 review. She highlighted the goal to incorporate more substance into the review response, moving beyond the required review of policy and gathered data in regards to policy compliance.

Faye proposed the Board Executive Officers (Faye, Eric, Sarah, and Charles) serve as the review subcommittee to spearhead the review process and report back to the Board. The Officers supported the proposal, and the Board decided to have the Executive Officers serve as the GM Annual Review Process Monitoring Subcommittee. The Board decided the work of this subcommittee did not require a charter.

## **GM Reporting**

### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to City Market's nomination and candidacy for the Deane C. Davis Outstanding Business of the Year Award presented by the Vermont Chamber of Commerce and Vermont Business Magazine, an update on the progress of the Member Loan Campaign, and a proposed update to the Board Candidacy Application (included highlighted timely proposal to update the application deadline to September 04, 2018). The Board will review the proposal and provide John with feedback within the next two weeks.

The Board asked clarifying questions and shared observations.

### B5: Communication & Counsel to the Board

John presented the B5 report to the Board. He corrected a few errors on the last page (page 4): under the column labeled "compliant" and offered the Board printed versions of the updated report. In the update, 2 "partials" were corrected to be 5 "partials" and he updated the associated actions taken thus far. The 11/27/17 B3, 1/22/18 B4, and the 4/30/18 B4 policies were updated from "yes" to "partial" in the report.

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 accepted the report as demonstrating compliance with the policy.

## **Open Board Time**

The Board shared personal observations and reflections from their visits to the new Market 32, discussed the progress to date in developing an outdoor dog space for the new store, discussed the block party, and discussed John's update on hiring.

## **Future Planning**

### Open Member Time Response

The Board did not have Member commentary to address.

### Review Board Calendar

The Board reviewed the calendar. Allison S. will be unable to attend the September Board Meeting. Eric will be absent in August.

Allison S. signed up to review D6: Board Meetings policy, in August. Jim signed up to review D5: Committee Principles, in September.

## **Wrap Up**

The Board shared their appreciation for the agenda, meeting efficiency, and quality meeting packets.

**Executive Session**

The Board moved into Executive Session at 7:27 PM to review adjustment to loan agreements and to discuss the GM annual review.

The Board came out of Executive Session at 8:55 PM.

**Adjourn**

The Board adjourned at 8:55 PM.

**Action Items**

**The Board** will submit their personal resumes to Allison Hope and Liz Jarvis as soon as possible.

**The Board** will review the draft of the proposal to update the Board Candidate Application and provide feedback to John within the next two weeks.