

Onion River Co-op/City Market

Board of Directors Meeting

June 25, 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
Julia Curry, Board Member

Also in attendance:

John Tashiro, General Manager
Tim George, Director of Finance (joined after half-time stretch)
Allison Hope, Director of Community Engagement
Serrill Flash, Member
Jeannie Bartlett, Member

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

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The May 21, 2018 minutes were accepted as written.

Review Action Items

The Action Items list was reviewed and accepted with one item removed.

Open Member Time

Jeannie Bartlett introduced herself to the Board and shared that she was a Member and Member Worker. She is attending because she's curious about the Board and she has participated in our Member Loan Campaign. She is also curious about how the South End store is doing financially.

Serrill asked a question about Patronage Refund and what the projections are for when the Co-op might start offering Refunds again. John shared that we do review profitability annually and that we expect the Co-op will not be profitable, and therefore not offering Patronage Refunds, for the next five years.

CCMA Report-Back

Faye, Charles, Sarah, and John shared their trip to CCMA and what they learned from their participation in workshops and networking activities. The Board asking clarifying questions. Some of the topics covered:

- Online grocery market share
- PCC, Patronage Refunds and Member discount days
- Twin Pines Foundation and Seedling Grant funding
- Rosie and e-commerce
- Diversity and inclusion
- Co-op expansion projects
- Co-op differentiation and creating places to connect
- Co-op awards presented at CCMA
- Strategic planning and visioning
- Livable wage calculations and models
- Co-op peer groups

CCMA 2019 will take place in Durham, NC.

Board Perpetuation Research Update

Julia emailed around some notes prior to the Board meeting. She and Jim reviewed those notes with the Board and the Board asked clarifying questions.

Jim will follow up with the Wedge and gather more information about their process – specifically their interviews with potential Board candidates. Julia will check in with Michael Healy about other Board processes, including other types of vetting and nominating of candidates. Allison H. assured the Board that there is time to update the process (although not the application) before this year’s voting period, October 1 – 21, with any ideas the Board has to improve the process.

The Board talked about ways to decide on which ideas they should focus on as priorities, including both short and long term ideas. This topic will also be part of the July agenda.

Board Work Plan

Faye presented the draft Board work plan based on the priorities the Board selected at the spring retreat, May Board meeting and items from the Board’s parking lot list. The Board expressed gratitude for Faye’s work and asked clarifying questions.

The Board approved the FY19 Board work plan. Eric will be monitoring the work plan and the parking lot list for the Board.

GM Reporting/Monitoring

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to: sales look strong and the South End is exceeding the pro forma by about 7% (Downtown is flat compared to pro forma). City Market’s expansion is being highlighted by NCG as one of the strongest expansions in the last decade, however, we are still struggling with our labor percentages.

The Board asked clarifying questions and shared observations.

B9: Membership

John presented the B9 report to the Board. The Board asked clarifying questions and shared observations.

The Board accepted the report as demonstrating compliance with the policy.

Update on Member Loan Campaign

John introduced City Market's consultant for the Member Loan Campaign, Christine Graham of CPGE, to the Board. John shared an update on the addition of Christine and Joyce Cellars as outside consultants contributing to the success of the Campaign. Christine shared some information about CPGE, the approach that CPGE is using with City Market on the Campaign, and then reviewed the documents that John shared with Board Members via email. Julia shared her feedback about the training last Thursday and encouraged Board Members to talk to their friends about the Campaign, and more broadly, about the good work that the Co-op does.

Board Members discussed the Campaign with Christine and John and asked clarifying questions.

Board Monitoring

C3: Monitoring Manager Performance

Sarah presented C3 to the Board and reported the Board is in compliance.

Sarah suggested some extra language to add to the policy that would specify what to do when the reports are not in compliance. Sarah also noted that she was unsure what the "reasonable person test" referred to. The Board discussed this term and shared feedback. Sarah also asked that the Board update the policy to make the language gender neutral. The Board discussed Sarah's feedback.

Open Board Time

The Board shared personal observations and reflections:

- Joanna – tofu scram at South End store is different from Downtown, but very good
- Jim – sesame noodles are a little spicier than they have been in the past
- Faye – spam emails, potentially because Board Members emails are listed on the website

Future Planning

Open Member Time Response

The Board did not have Member commentary to address. John followed up at the break with Jeannie about South End financials and any questions she had.

Review Board Calendar

The Board reviewed the calendar. Allison S may be able to attend the September Board meeting, but will not be able to attend Member Meeting. Ali K will be unable to attend the July Board meeting. Charles will be unable to attend the December Board meeting.

John noted that Congressman Peter Welch will be holding a press conference about electric vehicles at the South End store at 11am this Friday. In addition, John is working with area Co-op General

Managers about a group GM and Board training, November 3, 2018 in Hanover, with Jude from Abundant Sun around diversity and inclusion topics.

Executive Session

The Board moved into Executive Session at 8:15pm to review adjustments to loan agreements and to discuss the GM annual review.

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

Adjourn

The Board adjourned at 9:02pm.

Action Items

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

Specific to Board perpetuation, **Jim** will follow up with the Wedge and gather more information about their process – specifically their interviews with potential Board candidates. **Julia** will check in with Michael Healy about other Board processes, including other types of vetting and nominating of candidates. **Julia and Jim** will shared additional ideas and information at the July Board meeting.

The Board will let John or Allison H know if they have names they would like to add to the Member Loan Campaign prospect list, whether or not they are Members.

The Board will let John or Allison H know if they would like to join the Member Loan Campaign committee or attend the next MLC training. **John** will let the Board know when the next MLC training is scheduled.

The Board will review the MLC prospect list and let John or Allison H know if they are willing to personally reach out to any prospects.

John will email the Board the list of current MLC investors.

John will talk to Kyle Larson, City Market's Director of IT, about how to better protect Board Members' email addresses that are listed on the website.