

Onion River Co-op/City Market

Board of Directors Meeting

July 23, 2018

Board Attendance:

Sarah Alexander, Board Member, Secretary

Charles Baldrige, Board Member, Treasurer

Eric Boehm, Board Member, Vice President (joined via conference call after Half-Time Stretch)

Faye Conte, Board Member, President

Joanna Grossman, Board Member

Jim Rudolph, Board Member

Allison Searson, Board Member

Julia Curry, Board Member

Absent:

Ali Kenney, Board Member

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Tim George, Director of Finance

Allison Hope, Director of Community Engagement

Eric Pierce, Director of Operations

Liz Jarvis, Membership Manager

Kiersten Hallquist, Board Minutes-Taker & Member

Serrill Flash, Member

Leah Soderquist, Member

Wanda Hines, Member

Sivan Cotel, Member

Jon Ambrose, e-commerce professional, from Rosie

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

Preliminaries

Review Agenda

The Agenda was accepted as written but was later changed to move the GM Reporting section before the half-time stretch.

Review Minutes

The June 25, 2018 minutes were accepted as written.

Review Action Items

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

Open Member Time

The Board introduced themselves to the Members in attendance.

Wanda Hines, a prospective Board Member, shared her interest in returning to the Board, and she shared some of her professional experiences and interests.

Leah Soderquist shared she is a prospective Board Member.

Sivan Cotel introduced himself as a Member and store neighbor, as a co-owner of Stonecutter Spirits.

Jon Ambrose introduced himself as an e-commerce expert, working for Rosie (an e-commerce application), in attendance to present Board Education on e-commerce.

Call for Don Schramm Award Nominees

John presented an overview of the Don Schramm Award, an award presented to a Member for their dedicated work to the community. John and Faye presented eligibility requirements for the award and asked that Board Members offer recommendations by August 13 to Liz and Allison H.

Review of Member Meeting Agenda

John presented the draft Member Meeting agenda to the Board. The Board discussed logistics and responsibilities during the event. Board Members signed up for individual roles during the meeting: welcome & board introductions (Joanna), introduction of the candidates (Jim Rudolph), and presentation of the Don Schramm Award (Julia Curry).

Board Monitoring

D2: The Board's Job

Joanna presented D2 to the Board and reported the Board is in compliance.

D5: Committee Principles

Jim presented D5 to the Board and reported the Board is in compliance.

D6: Board Meetings

Allison S. presented D6 to the Board and reported the Board is in compliance.

Julia provided the following language update request: 2b “non-members are welcome to meet by board invitation”; request was made to add “/by request, with Board approval.” The Board decided to keep the language the same for now and review at a later date.

Faye reminded the Board they are also making an effort to do a sweeping update to the policy to incorporate gender-neutral language which they'll undergo at a later date.

Plan for September Board Retreat

John presented an overview of the September Board Retreat, which will be at the Intervale Center, on Sunday, September 23. The aim of the upcoming retreat is to complete visioning work.

Faye reminded the Board that “The Ends discussion” is on the horizon, and this discussion might also inform the retreat's visioning work.

Open Board Time

The Board shared personal observations and reflections.

Faye shared her appreciation to the Board for their scheduling and planning flexibility with the Board Calendar.

The Board shared their appreciation for Faye's execution of Member responses on behalf of the Board.

Julia shared how she continues to hear from Members who have concerns about how the South End store is performing because it does not look as busy as the Downtown store. She shared how each Member of the Board might consider sharing on their various communication outlets personal knowledge on the performance of the store and how it is performing beyond initial projections.

Michael highlighted a "Cooperative Grocer" article in the recent issue, which focuses on Board operations.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to recent operational changes in response to lessons learned with the South End store; increased traffic at the Downtown store thanks to many fun, new businesses that have been moving in nearby; an upcoming all-day training on Diversity & Inclusion (New Hampshire) to include seven different cooperatives (Board Members, GMs, and HR representatives); and work in response to recent card processing issues and resulting processing systems improvements.

The Board shared observations and asked clarifying questions.

The Board requested John consider including longitudinal finance reporting in future reports.

Member Loan Campaign Update

John provided an update on the progress of the Member Loan Campaign. He shared his appreciation and admiration for the Member Loan Committee's work the past few months. The campaign has a little over four weeks remaining.

Board Education

E-Commerce Discussion with Rosie

Eric Boehm joined the meeting via conference call.

John introduced the guest speaker, Jon Ambrose, from Rosie.

Rosie provides services to a plethora of clients from 190-store operations to small cooperative grocery stores. He presented an overview of e-commerce to the Board as today's Board Education.

Jon's presentation provided an overview of the online grocery shopping industry including but not limited to future projections for online shopping, functional benefits of e-commerce, customer

engagement, and national competitors. Rosie can support shopping with WIC, SNAP, EBT, and other food programming payments; however, payment is only accepted at the store (the USDA has not yet permitted online payment systems/verification). He also provided an overview on how to financially support e-commerce and the timeline for rolling out this concept of a “third store.”

The Board asked clarifying questions.

John provided a quick overview of how co-op profitability models may differ from mainstream models.

Future Planning

Open Member Time Response

The Board did not have Member commentary to address.

Review Board Calendar

GM monitoring in the upcoming months will be formatted a little differently moving forward.

Upcoming NFCA Board Workshop (September 15): Faye and Julia have signed up. If anyone else is interested, let John know to help coordinate transportation.

New September Meeting Date

John proposed to change the September meeting date to accommodate an NCG Conference, which Michael Healy is also planning to attend. He proposed the Monday prior (9/17) to the originally scheduled meeting.

The Board approved changing the date of the September 24 meeting to September 17.

Wrap Up

The Board shared their appreciation for meeting efficiency.

Executive Session

The Board moved into Executive Session at 8:28 PM to review adjustment to loan agreements and the Fiscal Year 2019 Business Plan.

The Board authorized John and Tim to move forward with adjustments to the Co-op’s loan agreements.

The Board reviewed and discussed the FY 2019-2021 business plan with John and Tim.

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.

Liz will leave two copies of the recent *Cooperative Grocer* at the Downtown Store front desk: one for Joanna and one for Alison S.

The Board will submit Don Schramm nominations to Liz Jarvis and Allison Hope no later than August 13th.

The Board will let John know by this Friday as to whether they are interested in the NFCA Board Workshop on September 15.

John will secure and share the presentation slides from the Rosie presentation with the Board.