

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

Board of Directors Meeting

October 22, 2018

### **Board Attendance:**

Sarah Alexander, Board Member, Secretary  
Charles Baldrige, Board Member, Treasurer  
Eric Boehm, Board Member, Vice President  
Faye Mack, Board Member, President  
Allison Searson, Board Member (via phone)  
Julia Curry, Board Member  
Ali Kenney, Board Member

### **Absent:**

Joanna Grossman, Board Member  
Jim Rudolph, 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 & Member  
Jeannie Bartlett, Member  
Wanda Hines, Member

A quorum was established and the meeting started at 6:03 PM.

### **Preliminaries**

#### Review Agenda

The Agenda was accepted with the following change: the election results were moved into executive session because not all candidates were notified, yet, and the meeting had guest Members in attendance; the Board wanted to be respectful to the candidates. Charles volunteered to review D3 in Joanna's absence.

#### Review Minutes

The September 17, 2018 minutes were accepted with the following correction: Patrice is from Green Star Co-op.

#### Review Action Items

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

### **Open Member Time**

Members, Staff and Board Members introduced themselves. Members did not have anything to share at this time.

### NCG Member Agreement

John presented on the NCG agreement. NCG, a cooperative and partner of City Market, has a membership agreement that is typically updated every other year. The 2015 agreement was renewed without revisions; however, it is scheduled for revisions in 2019. John highlighted the Joint Liability Fund (JLF) as a significant component of the agreement.

The Board asked clarifying questions.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to Liz's feedback from Cooperative Café, the upcoming November 16th one-year anniversary of the South End Store opening, the finances from the recent quarter, the continued health of the prepared food sales, and a national manufacturing supply shortage leading to some of the out-of-stocks seen around the store.

The Board asked clarifying questions and shared observations.

#### B: Global Executive Constraint

John presented the B1 report to the Board. The Board asked clarifying questions and shared observations.

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

#### B4: Financial Condition

John presented the B4 report to the Board. The Board asked clarifying questions. Julia recommended updating the key at the top of the debt to equity ratio chart for better transparency.

The Board accepted the report as demonstrating compliance with the policy except for the noted three sections of noncompliance, and the Board accepted the report as written. The Board accepted the plan for monitoring the noncompliant areas.

#### Co-op & Board Engagement in Policy

Faye presented a discussion framed around the legislature's prior session discussion regarding single-use bags. She would like the Board to reflect on questions around how the store and the Board might engage in state- and federal-level policy. Opportunities to engage that are relevant to the store and its function are very rare, thus the Board currently does not have official policy or standard operating procedures in regards to engaging in state and federal policy.

The Board shared their thoughts and observations. The Board felt they should be informed and/or made aware in advance if the store is engaging in politics and of the policies that are relevant to the store and its function.

Faye presented on the differences between testifying at the legislature in an educational nature, advocating a position, and lobbying (an advocacy scale).

The store might engage in politics that may impact operations; however, the Board has historically remained apolitical to the best of their ability because they represent Members with varying political leanings.

Question for future consideration: Does the Board need a policy in regards to how it engages with policy?

### **Board Monitoring**

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

Charles presented D1 to the Board on behalf of Joanna and reported the Board is in compliance.

#### D4: Board Member's Code of Conduct

Charles presented C2 to the Board and reported the Board is in compliance.

The Board asked clarifying questions and shared personal observations.

#### Election Results

The Board was unable to directly connect with all candidates prior to the meeting, so this item was moved into executive session.

### **Open Board Time**

Faye presented on a recent positive networking experience in Washington, D.C., where individuals shared praise and admiration for Onion River Co-op's work.

Julia presented on the cooperative solidarity investment club. The club is planning to meet after the Member Loan Campaign celebration to discuss a potential cooperative investment opportunity in the Burlington area.

Charles recently discovered, tried, and enjoyed Armenian string cheese from the Downtown Store.

Ali recommended discounting prepared foods with a weight discount if they purchase a certain amount of groceries while at the store. She thought this might help bump up basket size.

Julia suggested offering a cheese bar – not free samples, but sales (i.e. late-night nachos).

#### Annual Member Meeting Reflections

The Board appreciated the group effort involved and the matching Staff and Board Member shirts.

Shout outs to Liz all over the place.

The Board recommended a better mic for speeches. Allison H shared an idea for individually videotaping candidate speeches at future Member Meetings, rather than having candidates make them in front of the crowd at Member Meeting because public speaking isn't an expectation of regular Board work. Individual taping sessions seems more appropriate for candidates who do not excel at public speaking.

## **Future Planning**

### Open Member Time Response

The Board did not have Member commentary to address.

### Review Board Calendar

The Board reviewed the calendar. Faye highlighted the auditor visit scheduled for next month. Diversity & Inclusion training is on November 3, in Hanover. Elections results and Board terms will be reviewed again at the next meeting and included in November's meeting minutes.

## **Wrap Up**

The Board share appreciation for efficiency and effectiveness.

## **Executive Session**

The Board moved into Executive Session at 7:50 PM to hear updates on a grievance, the Briggs St agreement status, and status related to counsel on the Member Loan Campaign.

The Board came out of Executive Session at 8:35 PM.

## **Adjourn**

The Board adjourned at 8:38 PM.

## **Action Items**

**Eric, John, and Faye** will draft a proposal for the Co-op's future engagement in policy to help support future Board discussion, to include a list of some sample scenarios.

**Julia** will share information regarding the cooperative investment club with her fellow Board members.