

Onion River Co-op/City Market

Board of Directors Meeting

December 18, 2017

Board Attendance:

Sarah Alexander, Board Member

Charles Baldrige, Board Member

Eric Boehm, Board Member

Faye Conte, Board Member, Vice President

Jennifer Kennelly, Board Member, Secretary

Ali Kenney, Board Member, via conference call

Wayne Warnken, Board Member

Absent:

Julia Curry, Board Member, President

Allison Searson, Board Member, Treasurer

Also in attendance:

John Tashiro, General Manager

Michael Healy, Board Facilitator

Alison Hope, Director of Community Engagement

Liz Jarvis, Membership Manager

Tim George, Director of Finance

Jim Rudolph, Member and Future Board Member

Joanna Grossman, Member and Future Board Member

Kiersten Hallquist, Member and Board Minutes-Taker

Serrill Flash, Member

Tony Redington, Member

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

Preliminaries

Review Agenda

The Agenda was accepted with the following changes: Faye will cover the items assigned to Julia, who was unable to attend this evening's meeting.

Review Minutes

The November 27, 2017 minutes were accepted as written.

Review Action Items

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

Open Member Time

Members were invited to comment.

Tony Redington, from the Pine Street Coalition, introduced himself and presented on the progress on the Pine Street Parkway redesign proposal. He provided a handout to the Board. He highlighted

safety as a primary concern of the group; however, he also highlighted goals to make Pine Street Parkway cheaper, cleaner, and faster. The Pine Street Coalition is preparing to make a public request to open a formal action to reopen formal discussion on the design process.

Faye shared the Board's appreciation for the update from the Pine Street Coalition and invited a request for action. Mr. Redington requested a formal endorsement from City Market, following the submission of the Pine Street Coalition's request to reopen; however, he did not request action at this time.

Joanna Grossman introduced herself and shared she has heard a lot of positive reviews of the South End Store customer experience.

Review of Board's Work Plan

Faye presented the updated version of the work plan to the Board. The work plan serves as a working document. The Board reviewed the plan and was provided the opportunity to comment and ask questions.

Board Monitoring

D11: Board Perpetuation

Faye presented D11 to the Board and reported the Board is in compliance. She shared an opportunity to develop the language further by incorporating more aspirational language.

Faye presented on the Board Perpetuation Research Project progress. She suggested revisiting the project in January, when new board members join, when the Board could put together a subcommittee to delve into the research to ensure it receives dedicated and formal time.

Proposed Revision of B3

John presented B3 monitoring report to the Board. He highlighted where he addressed the three main items requested of the Board, directly covering the two particular areas originally in noncompliance.

The Board shared personal observations.

The Board accepted the report as in compliance, except for the noted 3.4 and 3.6 items. The Board accepted the report as written, with the demonstrated noncompliance. The Board accepted the plan to address non-compliance as acceptable.

Proposed Revision of B4.6

Faye presented the revisions to B4.6 to the Board. Additional language in 6a is the only change to B4, and the language changed in order to clarify the limitation to include "change in the terms to existing debt."

The Board asked clarifying questions and discussed the interpretation of the new language.

The Board accepted Julia and Faye's proposal as written and adopted the B4.6 policy as revised.

Recognition of Outgoing Members

Faye presented appreciation to outgoing members of the board, on behalf of the Board. She thanked Wayne for his 9 years of service to the Board, and Jennifer Kennelly for her past year in service as a Board Member and the years prior, as City Market's former Director of Finance.

The Board shared their individual anecdotes and appreciation to the two outgoing members.

GM Reporting

Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to challenges operations and leadership are working to overcome after opening the South End store and working to address challenges with understaffing. John also discussed sales migration from the Downtown Store to the South End Store and the incredible increase in Membership.

John noted several corrections to the data in the "Finance" section:

- Downtown
 - Average Member basket size was \$26.17 (reported as \$29.90)
 - Average daily register transactions were 4,136 (reported as 3,998)
- South End
 - Average daily sale was \$55,681 (reported as \$59,969)
 - Average Member basket size was \$34.34 (reported as \$39.90)
 - Average daily register transactions were 1,621 (reported as 1,513)

The Board asked clarifying questions and shared observations.

B4.3 Update on Compliance Plan

John provided an update and overview of the current status of the ongoing B4.3 Compliance Plan progress to the Board.

B8: Board Elections

John presented his report to the Board.

The Board shared asked clarifying questions, shared observations, and discussed the data.

A Board member noted that Operational Definition #3 highlighted good practices linked to the bylaws, which is not true or perhaps is lingering as a reference to an old set of bylaws, and this should be corrected.

The Board accepted the B8 report as demonstrating compliance with the policy, and the Board accepted the report as written with the understanding that operational definition 3 needs to be updated to remove the reference to the By-Laws.

B11: Subsidiary Business

John presented his report to the Board.

The Board shared asked clarifying questions, shared observations, and discussed the data.

The Board accepted the B8 report as demonstrating compliance with the policy, and the Board accepted the report as written.

He requested the Board consider closing the South End City Market LLC in light of its prolonged dormancy.

The Board authorized John to work with the partner to dissolve the South End City Market LLC.

Member Loan Campaign Update

John provided the Board with an update on the Member Loan Campaign. With the Board's permission, the campaign was extended to the end of March; however, the current operational plan is to run a focused January push.

Allison presented on the campaigning process thus far, highlighting the importance of member engagement. The next stage will go into action in January, launching individualized outreach to all Vermont-located via phone-calling, post-cards, Thank You Notes, electronic communications, Front Porch Forum postings, and tabling.

John invited the Board to consider supporting one-on-one lender engagement events and meetings. He also shared there might also be opportunity to secure significant lenders who were engaged with the Keep BT Local Campaign.

The Board asked clarifying questions.

Future Planning

Open Member Time Response

The Board will send a note of thanks to Tony Redington for his presentation.

Secretary for January/February

The Secretary is responsible for reviewing meeting minutes and takes notes on decisions made during executive session. Sarah volunteered to cover this position until the next formal election.

Retreat Schedule

John confirmed two dates for the annual retreats: Saturday, May 5, and Sunday, September 23. Locations will be determined at a future date.

C-Build 101 Event

There will be a CBLD 101 on Board-GM Relationships is on January 6; two seats are available if any Board Members are interested in joining Hunger Mountain Coop Members at the event.

Review Board Calendar

The Board reviewed the calendar and approved with the following update: Ali may need to call in or miss the January meeting.

The Board Meeting in May will be on the third Monday versus the fourth Monday in light of the Memorial Day holiday.

January will host a conversation about Board officer positions, and the Board hosts elections in February.

Wrap Up

The Board shared their appreciation for efficiency and effectiveness.

Executive Session

The Board moved into Executive Session at 7:55 PM to review the expansion scorecard and to hear an RFP update.

The Board came out of Executive Session at 8:21 PM.

Adjourn

The Board adjourned at 8:21 PM.

Action Items

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

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

Julia is working to finalize a GM contract, which the Board will review at a later date.

Julia and Faye will discuss the D4.2b language in depth and develop a proposal for change to be presented at the January 2018 meeting, where the Board will officially vote on all three language changes to D4, which were captured in the October meeting minutes.

Four Board Officers will draft an outline/guide document on their role, how they serve in it, and what it entails; documents to be presented at the December meeting.

Alison Hope will provide the Board with a template for Front Porch Forum posts and issue “thank you notes” to members with some suggestions for text.

John will email the Board with details regarding the Member Loan Campaign and Board member opportunity for engagement with key potential lenders.

Alison Hope will email the Board with key Member Loan Campaign deadlines and details.

Faye/Julia will send Tony Redington a note of appreciation for his presentation.

The Board will contact John no later than Friday, December 22, if they are interested in attending the C-Build opportunity on Board-GM relationships. **John** will send a reminder email on Thursday, December 21.