

MINUTES June 16, 2010

Present: John Boutin, Margaret Drye, Tricia Groff, Paul Hoffman, Donald Kreis, Kay Litten, Jill Mikucki, Janet Saint Germain

Absent: Corrie Martin

Staff: Terry Appleby, Tony Alongi, Eugenia Braasch, Cathy Moloney, Tony White

Guests: Mark Goehring (CDS consultant)

Welcome and Introductory Remarks

Kay Litten called the meeting to order at 5:30 p.m. and welcomed Cathy Moloney, the White River Jct. Co-op store manager.

Agenda Review & Changes

The agenda was revised to include a discussion about the tobacco policy implementation; the strategic discussion was postponed.

Co-op Stories

Don Kreis said that he toured the three Blooming Foods Co-op stores while at CCMA; each store is distinctive, it isn't readily apparent that they are linked organizationally.

Janet Saint Germain distributed a printed copy of a recent ListServe exchange, saying that she agreed with Don Kreis' perspective about taking a flexible approach to policy governance.

Margaret Drye spoke about her recent college reunion, where she learned about an initiative to improve water resources in African villages. The business plan featured 'Ends' statements and she noted that this could be an opportunity to effectively use the cooperative model.

Approval of May 19, 2010 Minutes

MOTION: Tricia Groff moved to accept the May 19, 2010 minutes as written.

Margaret Drye seconded the motion.

VOTED: To accept the May 19, 2010 minutes as written.

8 in favor, 0 opposed, 0 abstained, 1 absent.

The motion passed.

Prior Month Action Items Review

1. Revise EL 4.7 (Corrie)
2. RSVP re. CBLD 101 training session with Mark Goehring. (all Board members)
3. RSVP to attend the White River Jct. store information meetings. (all Board members)
4. Request vegetarian dinners for upcoming board meetings. (Genie)
5. Set up GP 3 and GP 7 policy monitoring using Survey Monkey, for review in June. (Genie, Mark)

Monitoring Reports

EL 12 Board Logistical Support (Terry)

GP 1 Governing Style

GP 2 Board Deliverables

GP 3 Governance Development

GP 7 Monitoring Board Performance

Administrative Matters

The Local First Alliance sponsored Bill McKibben, author of *Eaarth*, at a program on June 4th in Norwich, Vermont; over 220 people attended. The LFA steering committee is planning the upcoming year's activities, coordinated by Alison Baker, Liza Bernard, and Allan Reetz (Co-op Communications Director).

White River Jct. Co-op

Tony White outlined the extensive effort to prepare the White River Jct. store for business. He reported that store manager Cathy Maloney has been attentive to all of the details and has proven herself to be an invaluable colleague in a short period of time. The HR department facilitated hiring; several new employees (from the prior store management), have received orientation and are learning about the Open Book Management work culture. The Merchandizing department selected 20,000 products, measured each one by hand, planned the displays. The Finance department resolved licensing issues with the state of Vermont, with critical assistance from U.S. Senator Leahy and Congressman Welch. The IT department addressed a myriad of network challenges, preparing the systems for transactions. The Communications and Education departments developed signs and information for the new store. Terry Appleby praised all staff involved, characterizing the teamwork and resulting store transformation as "an astonishing thing!" Cathy Moloney, a native of White River Jct. and prior store manager, told the Board that she appreciates the opportunity to work with the Co-op and stressed the strong support that the Town of Hartford is demonstrating. The store will open on June 23rd, with a grand opening event to follow in August.

The meeting broke for dinner at 6:00 p.m.

The meeting resumed at 6:37 p.m.

CCMA

Kay Litten, Don Kreis, John Boutin, Rosemary Fifield, and Terry Appleby attended CCMA in Bloomington Indiana, June 10-12th. They briefed the Board about a variety of sessions. Michael Shuman (*Small-Mart Revolution*) was a keynote speaker and he attributed Don Kreis' role in introducing him to the cooperative business sector. Kay invited Prof. Art Sherwood, Indiana Business School, to facilitate the upcoming Board retreat. The cooperative quilt from the conference will be on display at both the White River Jct. Co-op and the Upper Valley Co-op during June-July.

Monthly Update

There was no discussion this month.

Policy Monitoring**Policy Monitoring****EL 12 Board Logistical Support**

MOTION: Janet Saint Germain moved to accept the EL 12 monitoring report as in compliance.

John Boutin seconded the motion.

VOTED: To accept the EL 12 monitoring report as in compliance.

8 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

It was noted by the GM that logistical support involves more than just the Board Administrator, it extends to general support given by Co-op staff. Board members expressed appreciation for the concise monitoring report and briefly discussed the ways in which Co-op members are informed about Board actions.

GP 1, GP2, GP 3, GP 7

MOTION: Kay Litten moved that the Board carefully studied the GP1, GP2, GP3, GP7 policies and considered them monitored and in compliance.

Paul Hoffman seconded the motion.

VOTED: To accept the GP1, GP2, GP3, GP7 monitoring reports as in compliance.

7 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

Mark Goehring distributed sample monitoring reports used at the Wheatsville Co-op and cited two books which have influenced him: *Blink* and *Wisdom of Crowds*. He recommended that the Board use the Wheatsville report format, which features a table with policy text, a numerical ranking scale (from 1-5, with 5 representing complete agreement that the Board is doing what it set out to do), and comments with attributions. He characterized monitoring as an opportunity for board members to reflect on whether they are doing what they said they were going to do, with two steps: 1) checking the policy, and 2) possibly looking into details for future consideration and policy revision. He summarized the value of monitoring as engaging in discussion about the policy, based on board members' interpretation and response discrepancies.

Board members compared the draft report formats in the meeting packet with the Wheatsville report. A lengthy discussion took place about the survey scale, response confidentiality, and merits of year-to-year comparative trend information. A goal was expressed to spend less meeting time on policy monitoring discussion, to shift focus from assessing towards improving the board process. The Board decided to form an ad hoc committee to further evaluate this process. Margaret Drye, Janet Saint Germain and Kay Litten will participate on this committee.

Discussion: Tobacco Policy Implementation

Terry Appleby informed Board members that the tobacco policy has had some unintended consequences in the South Park Street neighborhood. Employees who must leave the Co-op property to smoke during breaks create second hand smoke, increased litter, and loitering. The dense residential site features a law firm, community center, and high school in nearby locations, making this issue particularly problematic. Management has sought to respond to concerns and Appleby asked "Does the Co-op have an obligation to consider the consequences of this policy?" While on-going efforts are in place to encourage staff to stop smoking, this behavior is likely to persist. Board members offered a range of reactions, no conclusions were reached regarding next steps. Board members suggested that the management team continue to work with Dartmouth Hitchcock's tobacco cessation group and considering a search for organizations with similar issues (tobacco ban on property that results in increased exposure on the properties on the neighbors) to find assistance for establishing solutions. In addition, numerous Board members volunteered to meet with the neighbors to personally discuss this issue. The management team will continue to monitor the issue and develop ideas and plans to address it.

Meeting Review

There was no meeting review discussion.

Meeting Adjournment

MOTION: Jill Mikucki moved to adjourn the meeting at 8:50 p.m.

John Boutin seconded the motion.

VOTED: To adjourn the meeting.

8 in favor, 0 opposed, 0 abstained, 1 absent.

The motion passed.

Respectfully submitted,

Eugenia F. Braasch
Board Administrator

Tricia Groff
Secretary

Action Items:

1. Revise EL 4.7. (Corrie)
2. Continue to work on board monitoring report format. (Margaret, Janet, Genie)
3. Attend White River Jct. Co-op store opening on June 23rd. (Board)

Monitoring Reports pending

GP4 – Board Members' Code of Conduct (Board)

EL 2 – Financial Condition and Performance (Terry)

EL 4 – Treatment of Customers (Terry)

EL 5 – Treatment of Staff (Terry)