

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

Board of Directors Meeting  
Remote Teams Conference\*  
August 23, 2021

### **Board Attendance:**

Eric Boehm (he/him), Board Member, President  
Rubin Jennings (he/him), Board Member, Secretary  
Meaghan Diffenderfer (she/her), Board Member  
Allison Fiore, Board Member  
Jody Landon (she/her), Board Member  
Faye Mack (she/her), Board Member  
Kristina Sweet (she/her), Board Member  
Myle Truong (she/her), Board Member

### **Absent:**

Joanna Grossman (she/her), Board Member, Vice President

### **Also in attendance:**

Michael Healy, Member, Board Meeting Facilitator  
John Tashiro (he/him), General Manager  
Trish Redalieu, Director of People & Culture  
Madelyn Cataford, Director of Finance & IT  
Mae Quilty (she/her), Assistant Director of Community Engagement  
Kyle Lavery, Assistant Director of Operations – Downtown Store  
Patrick Tracy (he/him), Membership Manager  
Kiersten Hallquist (she/her), Member & Board Minutes-Taker  
Serrill Flash, Member  
Mariana Sears, Member  
Sam Werbel, Member

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

### **Preliminaries**

#### Review Agenda

The Board reviewed the agenda, and the agenda was accepted as written.

#### Review Minutes

The Board reviewed the July 26, 2021 meeting minutes, and the meeting minutes were accepted as written with seven votes in favor.

#### Review Action Items

The Board reviewed the Action Items list, and the all four action items were removed.

### **Open Member Time**

The Board, City Market staff, and Board support introduced themselves to those in attendance.

Mariana, a Member, introduced their self and shared interest in running for the Board.

Sam, a Member, introduced himself and shared interest in running for the Board.

### **Annual Member Meeting Agenda**

John presented an update on the Annual Member Meeting, inviting Mae to provide the formal update and to answer any questions.

The Board shared personal observations and asked clarifying questions.

Mae provided an overview of Board requests and solicited task sign-ups from the Board – pre-recorded videos: Introducing the Board (Joanna), Introducing Candidates (Jody), and Introducing the Don Schramm recipient (Kristina). Mae informed the Board she will reach out soon to begin collecting pre-recorded videos.

### **GM Reporting**

#### Monthly GM Update

John presented the monthly GM update to the Board, providing some context for flat sales in July, which may have been due to customers traveling in July and hotter temperatures discouraging home-cooked meals.

The Board shared personal observations and asked clarifying questions.

Mae recommended the annual report to provide the Board with a comprehensive summary of the giving City Market does throughout the year, and John also recommended the Ends Report to provide additional information. Mae also highlighted the giving information occasionally shared in the B5 report, and the Rally for Change updates monthly.

#### B4: Financial Condition

John reported to the Board on B4: Financial Condition.

The Board found the definitions and interpretations reasonable, the data sufficient, and the data demonstrated compliance with the policy, except where one item of noncompliance was noted.

The Board accepted the report as demonstrating compliance with the policy, except where noted, with nine supporting votes, no abstentions, and no dissenting votes.

The Board shared personal observations and asked clarifying questions. John and Madelyn provided additional supporting information to the Board.

*- Half-time Stretch –*

### **Discuss Filling Board Treasurer Role**

Eric presented the Board Treasurer Role to the Board, which opened when Caroline left the Board. The current Treasurer appointment runs through February 2022. Kristina shared interest in the role through February.

The Board voted to appoint Kristina as Board Treasurer with nine supporting votes, no abstentions, and no dissenting votes.

### **Board Self-Monitoring**

#### D11: Perpetuation

The Board reviewed the memo Michael provided as a platform for discussion.

Faye asked the Board to reflect on intent versus impact, while formulating new language in the policy.

The Board shared their personal observations and discussed potential updates to the D11.3 policy language.

The Board is open to future changes, however, the Board voted to approve the provided document as the new D11.3 policy with nine supporting votes, no abstentions, and no dissenting votes.

#### Step 2 of Perpetuation Charter – Next Steps

Eric presented next steps for the Board Perpetuation Committee membership and its future work.

Jody, Meaghan, Kristina, and Rubin shared interest in working on the Committee. The Board moved to have the initial four volunteers move forward determining the work and parameters of the new Board Perpetuation Committee.

#### Fall Retreat Update

Eric and John provided an update on planning for the Fall Board Retreat.

Retreat will occur on November 13<sup>th</sup> or 14<sup>th</sup>.

At the retreat, the Board will review a multi-year financial re-forecast.

Eric & John are working to schedule another outdoor in-person social in October. However, the November retreat will most likely be virtual to both stay safe and ensure successful meeting facilitation.

#### Open Board Time

Joanna discussed supporting fellow Board member confidence and success in their role and potentially starting a “Board Study Group” to support folks. Myle shared appreciation for Joanna’s idea, however, suggested a virtual platform to make the resources and support more accessible on an on-going basis; Myle also shared mentorship could also be helpful.

John also shared he is happy to provide store tours to Board members, upon request, for anyone who wants one at either of the stores.

Faye discussed the ever-changing landscape on COVID-19 precautions, and her personal positive experiences with staff in the store, under the stressful and unique times.

Kristina shared she toured a cooperative store, [Rising Tide Co-op](#) in Damariscotta, ME, and Kristina shared how she found new appreciation for all cooperatives do in the experience visiting another wonderful cooperative store.

### **Future Planning**

#### Open Member Time Follow-up

Member comments did not require Board follow-up.

#### Review Board Calendar

Allison volunteered to lead the conversation on the D3: Board Officers review.

### **Wrap Up & Reflection**

No reflections.

### **Executive Session**

The Board moved into Executive Session at 8:03 PM to share Board Member Announcements. The Board came out of Executive Session at 8:45PM.

### **Adjourn**

The Board adjourned at 8:47 PM.

### **Action Items**

#### August 2021

**Joanna, Jody, and Kristina** will work with Mae to record their pre-recorded videos for the Annual Member Meeting.

**Faye** will research potential language updates to D11.3, in response to the discussion on impact versus intent, during the focused review of the updated D11.3 policy.

**Jody** will facilitate scheduling the first Board Perpetuation Committee meeting.

**Eric** will work with John to secure final confirmation on the date of the Board Retreat (11/13 or 11/14).

**John** will follow-up with Joanna regarding potentially joining Allison's store tour.

#### July 2021

~~**Eric and Joanna** will work with **Michael** to redevelop the Google Document to guide finalizing the Charter and plans for updating D11 policy for the August Meeting.~~

~~**Joanna** will finalize the July '21—June '22 Work Plan and present it to the Board at the August meeting.~~

~~John will follow up with David regarding his questions on the specific shopping trend data this past year.~~

June 2021

~~John will follow up with the Board regarding the “Shake & Fold” initiative.~~