

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

Board of Directors Meeting

Remote Zoom Conference\*

April 27, 2020

### **Board Attendance:**

Faye Mack, Board Member, President

Eric Boehm, Board Member, Vice President

Joanna Grossman, Board Member

Caroline Keller, Board Member

Jody Landon, Board Members

Kristina Sweet, Board Member

Jim Rudolph, Treasurer

Allison Searson, Secretary

### **Absent:**

Leah Soderquist, Board Member

### **Also, in attendance:**

Michael Healy, Board Facilitator

John Tashiro, General Manager

Madelyn Cataford, Director of Finance & IT

Mae Quilty, Outreach & Education Manager

Kiersten Hallquist, Member & Board Minutes-Taker

Serrill Flash, Member

A quorum was established, and the meeting started at 6:05.

### **Preliminaries**

#### Review Agenda

The agenda was accepted as written, with Faye offering to cover Joanna on review of D8.

#### Review Minutes

The March 23 Minutes were accepted with the following changes: second and third paragraph, on page 5 – mentioned use of a fee on single-use plastic bag, and it should read “single-use brown bag”; also, in same location, instead of April 2020, it should read July 2020.

#### Review Follow-Up Items

The Board review the Action Items list, and four items were removed.

### **Open Member Time**

Serrill shared appreciating a recent opportunity to do Member work for the first time in a while, and that he continues to share unabated appreciation for the co-op and the work it has been doing.

### **NCG Member Agreement**

John presented the newly revised NCG Member Agreement to the Board. He shared that aside from the removal of the Promotional Deals section that was turned into a self-standing document, there were very few and minor revisions – approximately five language edits - compared to the previous version. John further confirmed that the Promotional Deals document had already been reviewed by him and the Purchasing & Merchandising team, and signed to finalize.

The Board asked clarifying questions. The Board also shared their appreciation for the agreement format and content delivery.

The Board authorized Faye, as Chair of the Board, to authorize the NCG resolution on behalf of the Board and provide John the authority to sign the NCG agreement on behalf of the Cooperative.

### **Board Perpetuation Committee**

Faye presented D8 to the Board and found the Board in compliance with the policy.

Faye highlighted Board work, which included completing the annual budget monitoring no later than the end of May this past year.

### **GM Reporting**

#### Monthly GM Update

John presented his update to the Board. John focused his presentation on the continued work and challenges in regard to the COVID-19 pandemic and the significant decline in sales for the month of April. A good portion of the store's profits (~20%) comes from the prep-foods department, which has been significantly altered under the efforts to address the current COVID-19 pandemic.

The Board shared personal observations and asked clarifying questions.

John invited Mae Quilty and Madelyn Cataford to present briefly on the work dedicated to the City-Funded Food Relief Pilot Program; the City's grant covers the cost of the food; however, City Market is providing the labor for the program at a cost to the Cooperative.

John also shared that Management Team is also looking into how the store can expand their existing deliver services as well as support a curbside pickup service.

#### B4 Financial Condition

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance, except where noted: B4.4. is now in compliance; B4.5. and B4.10. are currently out of compliance.

The Board asked clarifying questions.

### **Board Education: Update on COVID-19**

John presented his update on COVID-19 to the Board. John discussed the efforts already made to adapt to the ever-changing landscape, to support staff and customer mental health and wellbeing,

the significant changes in store traffic and flow, and the impact of state mandates on store operations. A number of planned programming and projects have been put on hold (Membership drive, Member engagement events), while others became higher priority (curbside grocery pickup programming, staff appreciation). Over the next few months, the executive and senior management teams are working to update the business plan for the next financial year, adapting it to the new COVID-19 normal landscape.

John also invited Mae and Madelyn to contribute to the presentation and updates. Madelyn and Mae shared how after six weeks of reactionary leadership and project management, they had the first opportunity to step back, review, and adjust, just prior to the Governor releasing new addendums to which the stores will now adapt. They shared appreciation for the team collaboration and creativity rising out of all of these challenges, leading to innovative ideas and solutions.

The Board asked clarifying questions.

John, Mae, and Madelyn discussed how they plan to support transitions as the economy opens up, shifts [and improvements] in the supply chains, the increase in volunteer-demand for Meals on Wheels and exploring further development of partnerships (i.e. Age Well program). Madelyn also provided an in-depth overview of the evolution and rapid expansion of their grocery home-delivery program, which had been existence for a number of years, however, naturally expanded during the pandemic.

### **Open Board Time**

Joanna shared she visited the store for the first time in a long time (her husband had been going); it was very jarring to see the changes but appreciated all of the incredible work that has gone into the conversion.

Eric shared he has heard from families who did not often shop at City Market, but who have started to go because they appreciate the store's responses to the pandemic – they feel the safest shopping at City Market.

Faye shared she is planning to attend a webinar on how Boards can support their GMs during these difficult times. She invited other Board Members to join her.

Jody shared her hopes to see curb-side pickup and/or delivery expand, and shared she'd be willing to volunteer her time to support these efforts.

### **Future Planning**

#### Open Member Response

Members did not share anything requiring follow-up.

#### Review Spring Retreat

Faye provided the Board with the options of postponing and rescheduling, canceling the retreat and planning for the Fall retreat (November 2020), or modifying the retreat to work in the current circumstances (i.e. identifying key conversations to occur over the next few months in shorter time

slots – “mini retreats” – using the Zoom platform). The spring retreat focuses on planning for the next year.

The Board was predominantly not in favor of canceling the retreat; they were inclined to postpone it or pursue the mini retreats/short targeted strategic conversations. The Board suggested building in a small social-focused time as well; connecting outside of formal business is important.

#### Review Board Calendar

The Board reviewed the calendar ahead and discussed potential changes to the Board Calendar.

#### **Wrap Up**

The Board shared their appreciation for Michael’s facilitation and Zoom’s ability to show many participants at once, for the progress and efforts being made at both stores, and for the discussions on retreat alternatives.

#### **Executive Session**

The Board moved into Executive Session at 7:57pm to discuss expansion and contracts. The Board came out of Executive Session at 8:41pm. The Board Authorized Faye to sign a Board Resolution giving the GM authorization to submit an application for a Paycheck Protection Program (PPP) loan.

#### **Adjourn**

The Board adjourned at 8:41pm.

#### **Action Items**

##### April 2020

**Faye (board chair)** will authorize the NCG resolution and provide John with authorization to sign the NCG agreement.

**Kristina, Caroline, and Jody** will connect with John to begin planning for a committee to explore opportunities to better represent the diversity of the community City Market serves in the Board and staff.