

Onion River Co-op/City Market

Board of Directors Meeting
Remote Zoom Conference*
May 18, 2020

Board Attendance:

Faye Mack, Board Member, President
Eric Boehm, Board Member, Vice President
Joanna Grossman, Board Member
Jody Landon, Board Members
Jim Rudolph, Treasurer
Kristina Sweet, Board Member
Allison Searson, Secretary
Caroline Keller, Board Member

Absent:

Leah Soderquist, Board Member

Also in attendance:

Michael Healy, Board Facilitator
John Tashiro, General Manager
Madelyn Cataford, Director of Finance & IT
Mae Quilty, Assistant Director of Community Engagement
Kiersten Hallquist, Member & Board Minutes-Taker

A quorum was established, and the meeting started at 6:04 pm.

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The April 27 minutes were accepted with the following changes: On page 2, the heading titled “Board Perpetuation Committee” should read “Board Monitoring for D.8.”

Review Action Items

The Board reviewed the Action Items list, and two items were removed.

Open Member Time

No member comments occurred.

GM Annual Review & Contract Review Processes

Faye presented the GM Annual Review & Contract Review Processes to the Board and shared that the Board would be reviewing these two components separately.

The Board first discussed the process for the GM Annual Review. Faye discussed a memo that provided an article on GM evaluation procedures and a proposal for the Board's GM Annual Review process. The proposed process aligns with the process the Board has used the past two years, which has added more space for discussions. Part of the process is a small group of 3-4 people to take content from June Board Meeting Executive Session and have a deeper conversation with John (space for a self-review) and bring report back to the Board. Faye took a survey on general interest in engaging in this process:

- Jody is interested in engaging in the process.
- Eric is interested; he has participated the past two years, so happy to defer to new people if they want.
- Allison is interested, however, Allison did it last year, so Allison is also happy to make space for newer members to engage.
- Kristina is potentially interested – still feels new, but is interested in learning more.
- Joanna and Jim are currently unavailable to support this process.
- Caroline shared interest in the process.
- Faye would like to take the year off from the process, if possible.

John shared he is really looking forward to the review process and receiving feedback; he shared his appreciation to the Board for engaging in this process.

The Board briefly discussed the process for reviewing the Contract Review process, and the Board planned for further conversation during executive session. Faye presented an overview of the history of the process. In 2017, the Board renewed the contract for a three-year term with an end-date; thus, the contract is due to expire at the end of FY20. It took a few months to develop the initial contract (March – June), and Faye feels this round will be a similar experience. Faye proposed the Board extend the current contract for a couple of months to provide more time and space for the Board to move through the new contract development process (through August). Faye also proposed John, Faye, Eric, and Michael present a proposal for the full process at the June meeting. The Board will discuss the proposed contract extension during executive session.

Update on FY21 budget timeline

John presented an update on the Board budget and budget-planning process. He discussed the timeline for the Business Planning and Ends Reports and shared that most reports will be delayed by 1-2 months in light of recent events. He hopes to present an initial draft of the Board Budget at the June meeting, the business plan in August, and the Ends in October or November.

Faye proposed flipping discussions and other monitoring items to occur earlier to optimize the Board's time instead of simply bumping everything later in response to the changes with the

various budget, business plan and Ends reports. The Board agreed with this plan and supported the new schedule/timeline.

GM Reporting

Monthly GM Update

John presented the GM Monthly Update report to the Board. Highlights included but were not limited to sharing an update on the delivery and curbside pickup services development and the loosening of some of the Governor's mandates and potential impacts on business.

The Board shared personal observations and asked clarifying questions. The Board shared their experience reviewing such different numbers than past months and iterations of the numbers, including a marked decrease in spending on local foods. Madelyn and John shared how a lot of the decrease in local foods are due to the drop in much of the prepared foods services, which are all sourced locally; moreover, more people are sourcing their products directly/locally across the Northeast.

Mae provided an update on City Market's recent engagement in a local community food distribution program, which included connecting many new individuals with information on the Food for All Program, providing food donations, and providing volunteers for food distribution.

Mae also shared a more detailed update on the curbside delivery program and planned marketing.

The Board requested talking points as to why City Market is not currently offering InstaCart. John shared that InstaCart is a national organization with a set model that does not fit the mission of City Market (i.e. at the time of researching the service, John and his team learned they would not be able to use City Market employees to service the customers as "Picker and Packers"). John and his team are currently exploring potential new partnerships to provide this kind of service.

B5: Communication & Counsel to the Board

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance with the policy.

Faye noted the report contained language that was not all-gender and recommended updating the report to use all-gender language, as was applied across policies this past year.

B10: Communication Support for the Board

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance with the policy.

The Board shared personal observations and asked clarifying questions. Mae shared that Board meetings are advertised on receipts and the POS screens (however, currently, important COVID19 information is on the POS screens). The meetings are also posted on the website.

Board Self-Monitoring

C2: GM Job Contribution

Jody presented C2 to the Board and, after guidance and discussion, found the Board in compliance with the policy.

D1: Governing Style

Allison presented D1 to the Board and found the Board in compliance with the policy.

Faye recommended the Board revisit an article on “Four Pillars of Cooperative Governance” by Marilyn Scholl and Art Sherwood, which the D1 policy explains guides the work of the board.

Open Board Time

Joanna shared how the City Council has provided such positive feedback on City Market’s leadership during the pandemic.

Allison shared she has acquaintances who travel far to enjoy the services of the South End Store.

Eric has appreciated and taken advantage of the Red Wagon plants available at the stores.

Kristina shared her appreciation for the positive outcomes and reports on the Paycheck Protection application.

Jim appreciates that Bulk Thursdays continue, even during these challenging times.

Faye shared she’s received incredibly positive feedback on the store’s leadership, the mask requirement program, and more.

Future Planning

Open Member Response

No member comment provided; thus, no response needed.

Update on “mini-retreat” Plan

Faye provided an update on progress in planning the upcoming mini-retreat. She hopes to discuss Board Perpetuation (including the board candidate application) and Board procedures at the first mini-retreat.

Review Board Calendar

Faye provided an update CCMA webinars are happening later in the workday (3pm ET, during the workweek), so they are a bit challenging to attend. However, even if there is just one session that sounds interesting, Faye encouraged members to attend. The content is worth the investment. John asked the Board to let him know.

The Board discussed changes to be made to the Board Calendar. The Following changes were made to the calendar: Kristina signed up to monitor C3 in June. Allison signed up to monitor D6, Eric D5, and Jim D2 in July.

Wrap Up

Board Members shared their challenges with working all day on screens and continuing into the Board Meeting. Everyone appreciates the collective effort to continue to engage and power through the new reality.

This was the Board's third remote meeting and it really felt like people were really getting into a groove.

They shared appreciation for Joanna bringing a chicken to the meeting.

Jody wondered if there was a way to move to in-person meetings – if there is a space that could accommodate the meeting safely, or if they could meet outside somewhere.

Executive Session

The Board moved into Executive Session at 7:53pm to discuss expansion and contracts. The Board came out of Executive Session at 8:12 pm and agreed to extend the GM's current contract to the end of August as we develop a new contract.

Adjourn

The Board adjourned at 8:13 pm.

Action Items

May 2020

John, Faye, and Eric will present a proposal for the full GM Contract Review process at the June meeting.

John will provide the Board with some bullet points/talking points on why City Market does not currently offer InstaCart.

John will update the B5 report to reflect all-gender language (he/she was noted in the report).

Faye will facilitate mentorship and support for Kristina and Jody on how to review Board policies and procedures (self-monitoring process).

The Board will let John know no later than Monday if they plan to attend any CCMA sessions.

Faye will share last year's board application with the Board in preparation for the mini-retreat discussions.