

Onion River Co-op/City Market

Board of Directors Meeting
Remote Teams Conference*
June 22, 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
Leah Soderquist, Board Member

Absent:

Also in attendance:

Michael Healy, Board Facilitator
John Tashiro, General Manager
Madelyn Cataford, Director of Finance & IT
Mae Quilty, Assistant Director of Community Engagement
Caroline Aubry, Membership Manager
Kiersten Hallquist, Member & Board Minutes-Taker
Eric Pierce, Head of Operations
Katelyn Olson, Assistant Director of People & Culture
Serrill Flash, Member

A quorum was established, and the meeting started at 6:09 pm.

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The May 18th minutes were accepted as written.

Review Action Items

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

Open Member Time

Serrill Flash asked the following questions/made the following comments:

- Could we please define the FFCRA acronym from the May GM report?
- How do we arrange to view archived Board Packets?
- Appreciated “going slow” in the approach to launching the online delivery service.

Kiersten Hallquist was wondering if City Market could offer professional development or community classes to members on “how to navigate the new normal.” For example, how to have conversations around food-centered events and precautions (Should I pre-cut the watermelon?), or what are best practices for hosting people with food/safe – what is safe food preparation and sharing under COVID-19?

Sharing Key Takeaways from CCMA Webinars

Faye asked Board Members to share one major take-away from the CCMA webinars. Board members shared highlights:

- John: “Everyone Welcome” (Friday webinar), which was around the “intercultural development continuum model” - how we can better welcome people to our communities.
- Eric: learned there were different approaches to COVID19 responses (i.e. one cooperative did not shut down their bulk section, and City Market did)
- Kristina: Getting to explore everyone’s unique experiences during the COVID-19 pandemic and reflecting on how we develop approaches unique to our communities
- Faye: Left with a feeling of opportunity for the Board to be more outward facing to the membership and different ways of engaging more.
- Jody: concept of “meal in a bag” program in relation to curbside pickup, and how this could be useful to some of our constituents – offerings that make grocery shopping less complicated
- Jim: Concept of having a resilient structure, and appreciation for the IDI framework (“Everyone Welcome” – Friday webinar)
- Allison: One webinar shared that Cooperatives that are hybrid stores (organic and non-organic products) tend to be more successful, and meeting people where they are as part of working toward a more diverse membership and Board
- Caroline: Serving your community in an economic downturn – how do we move beyond just keeping our doors open to exploring how we might help others to keep their doors open - exploring more opportunities to support our communities, especially in our new realities; also reflected on the IDI: “in order to address racism, we cannot avoid conflict” – how we can support an environment to not only engage more diverse communities, but also retain them

Faye and Eric asked that Board Members follow-up with them to share any additional highlights or takeaways.

Caroline Keller joined the meeting during the “CCMA Webinar” conversations.

Identifying GM Annual Review Committee

Faye presented the GM Annual Review Committee process. Faye solicited members for the small committee taking the lead on the GM Annual Review. People on the committee will synthesize the Board's review and host a dialogue with John, and lead the writing of the process overview/summation letter.

The Board delegated Eric (process lead), Allison, Kristina, and Caroline K. to lead the GM review process.

FY21 Board Budget

John presented the FY21 Board Budget. John shared he retained the same levels held in FY20. Board Members discussed the Budget. The Board shared personal reflections and asked clarifying questions about the FY21 Board Budget. Faye noted that "outreach events" includes the annual member meeting, which is why the item is much larger than others.

The Board agreed to support the current draft of the FY21 Budget.

FY21 Board Work Plan

Eric presented the FY21 Board Work Plan. Eric asked the Board to consider if any items should be removed, or there are any items that needed to be added to the plan. Faye reminded the Board that this plan highlights items that fall outside of the regular work of the Board; the Work Plan's items are specific items the Board wishes to focus upon specifically in the coming year.

Board Members shared personal observations and asked clarifying questions about the Work Plan. The Board felt Board Perpetuation and representing the communities they serve are primary priority areas. Goals/action items could be developed out of that. The Board also felt there should be goals around resiliency and business continuity, as the Board supports the cooperative through COVID19 changes and the changing nature of our communities.

Establish GM Contract Process

Faye presented the process, a proposed timeline to the Board and the 2017 Compensation RFP to the Board for review. The Board shared personal observations and clarifying questions, including by not limited to referencing a Columinate article informing on timing for a deep dive into the process and how the Board might be more public facing in the process (i.e. making an announcement to the membership when the process has finished).

The Board reviewed the 2017 Compensation RFP. The Board asked clarifying questions, with a focused discussion on defining affordability in our current financial climate. The Board approved to delegate Faye and Eric to update the 2017 Compensation RFP to present to John as the RFP for this round.

Board Self-Monitoring

C3: Monitoring Manager Performance

Kristina presented C3 to the Board and found the Board in compliance with the policy. Kristina highlighted how the table in B5 compliments the C3 policy compliance.

Kristina raised a question about the enhanced GM review process. She asked the Board if they wanted it to be reflected as a new process moving forward within the C3 policy. Highlighting an example from CBLD, Faye provided a brief overview of the proposed policy update incorporating the current enhanced review process (and having the opportunity for feedback and dialogue as part of the process).

The Board decided the policy was sufficient. The Board decided to accept the policy as it is currently written and to continue to focus on the open dialogue review moving forward.

GM Reporting

Monthly GM Update

John presented the GM Monthly Update report to the Board.

During John's presentation of the report, John proposed the Board maintain Gallagher & Flynn services for the FY20 audit with potential to put forth an RFP for FY21. The Board approved continuing with Gallagher & Flynn in response to the impact of COVID-19 and supported an RFP for FY21. John/Madelyn would provide Faye with the FY20 Audit Engagement Letter for a final review and signature.

John shared the September 30th Annual Meeting is no longer feasible or realistic to occur in its traditional format. Mae and the Community Engagement team are currently reviewing the Member Meeting and Board Elections process. Mae verbally provided the Board with two proposed scenarios:

- 1) Entirely online format for elections and member meeting
- 2) Hybrid model: online member meeting and multiple smaller in-person gatherings/member appreciation opportunities across the fall with RSVP/sign-up required based on advisements/mandates in place at the time for meet-and-greets/speeches/etc.

A fully outdoor gathering posed too many challenges and unknowns in our rapidly changing landscape. Member appreciation and forward engagement are informing the planning process.

The Board shared personal observations and asked clarifying questions.

B9: Membership

The Board shared personal observations and asked clarifying questions.

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

Update from Leah on Board Service

Leah announced they are moving to Wooster, Massachusetts in August. Leah offered flexibility regarding when to step down from the Board of Directors.

The Board shared their appreciation for Leah's service to the Board. They plan to say farewell to Leah at the July meeting, and then would like to allow Leah to step down and have space for the August move, if possible.

When a member needs to step down prior to the end of their term, the Board has the option to appoint a member to fill out the remainder of the calendar year with an election for the remainder of the term, in the fall. The Board will discuss and decide on next steps at the July board meeting.

Open Board Time

This space was combined with the meeting Wrap Up.

Future Planning

Open Member Response

John's team will follow-up with Serrill with the answers to the two questions posed to the Board.

The Board shared appreciation for Kiersten's feedback and ideas and are confident Mae and the member engagement team took note.

Review Board Calendar

Caroline K. might not be able to attend the July 2020 BOD meeting.

Wrap Up

John and the Board shared their appreciation for Caroline Aubry and for all of her hard work to help put together the B9 monitoring report.

Some Board members use MS Teams for work, but most prefer Zoom.

Some members shared the appreciation for meeting invites, which is a nice feature of MS Teams.

We miss seeing everyone all together.

There were a lot of updates in the GM report we could have discussed further, so perhaps we can create more space for that next time.

John appreciated the Board's flexibility with the short notice agenda adjustments and his requests. More broadly, for the Boards continued engagement and support of the Co-op throughout.

The Board was proud to remove some items from their strategic priorities list and to see their priorities come into clearer focus. The Board was impressed with how efficient and productive they all were within the Work Plan Discussion.

Executive Session

The Board moved into Executive Session at 8:51pm to discuss expansion and contracts. The Board came out of Executive Session at 9:23 pm.

Adjourn

The Board adjourned at 9:23 pm.

Action Items

June 2020

The Board members who attended CCMA can email Faye and Eric their personal highlights/takeaways from the webinars they were able to attend should they wish to share more with the Board.

Faye & Eric will update the 2017 Compensation RFP no later than the end of June 2020, and will CC all members of the Board.

Madelyn will provide Faye the Gallagher & Flynn FY20 Audit Engagement Letter for Faye's review and signature.

John will follow-up with Serrill with answers to the two questions posed during the meeting: "Could we please define the FFCRA acronym from the May GM report?" & "How do we arrange to view archived Board Packets?"