

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

Board of Directors Meeting

Remote Zoom Conference\*

July 27, 2020

### **Board Attendance:**

Faye Mack, Board Member, President

Eric Boehm, Board Member, Vice President

Jody Landon, Board Members

Jim Rudolph, Treasurer

Allison Searson, Secretary

Leah Soderquist, Board Member

Kristina Sweet, Board Member

### **Absent:**

Joanna Grossman, Board Member

Caroline Keller, 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

Caroline Aubry, Membership Manager

Kiersten Hallquist, Member & Board Minutes-Taker

Nico Lustig, Member, Prospective Board Member

Serrill Flash, Member

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

### **Preliminaries**

#### Review Agenda

The agenda was accepted as written.

#### Review Minutes

The June 22<sup>nd</sup> minutes were accepted with the following change applied: Worcester, MA

#### Review Action Items

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

### **Open Member Time**

The Board introduced themselves to members in attendance.

Nico Lustig introduced their self and shared their interest in running for the Board. Nico Lustig joined us as a member and is interested in learning more about the Board process and is

interested in running for the elections. Nico has lived in Vermont for four years and has been a member for 1 year now. Nico has been involved in Co-ops throughout New England and is an attorney who serves many Co-operatives as well.

### **Call for Don Schramm Award**

Faye presented D10: The Don Schramm Award. Faye shared the Board will receive a packet with all nominations with biographical information. The Award recipient will be selected during the August Meeting Executive session. Faye invited all members of the Board to consider submitting nominations. This is a very fun opportunity to reflect on the number of amazing people doing incredible things in our community.

Individual must be a City Market member. Any members can submit nominations. Nominations can be made to Caroline Aubry up until August 10. Caroline A. can also verify membership.

The Board reviewed and asked clarifying questions.

### **Finalize FY21 Board Work Plan**

Eric presented the latest draft of the FY21 Board Work Plan & priorities. Eric highlighted a new COVID-19 item, board perpetuation-related items, and improving communication and engagement with the membership. Eric asked the Board for final feedback, with special attention on strategic priorities (“targeted pillars”). Eric will present the final work plan to the Board at the August meeting. Eric shared the document is a living document; it is easy to update throughout the year.

Jim recommended incorporating listing and sharing to the Board communication item to provide more specific ways the Board will work to improve communications.

Board Members shared personal observations and asked clarifying questions about the Work Plan.

### **Board Self-Monitoring**

#### D2: The Board’s Job

Jim presented D2 to the Board and found the Board in compliance with the policy and agreed the Board is consistently working to improve its work outlined in this policy.

Jim highlighted the shared intention to continue to have strong avenues for listening to the membership and finding ways to improve those channels of communications.

#### D5: Committee Principles

Eric presented D5 to the Board and found the Board in compliance with the policy.

Eric highlighted the Board Perpetuation Charter as one lovely example of how the Board is dedicated to the work framed in this policy.

## D6: Board Meetings

Allison presented D6 to the Board and found the Board in compliance with the policy.

Allison shared the policy language reflected occasional use of Executive Session, which appear to have become a regular component of the Board meetings. Executive Sessions have all been necessary, so the use of “occasional” might not reflect the practice; removing occasional would change the language to “Executive Sessions can be used for confidential matters, as needed” and better-reflect the actual practice and the responsible use of the practice.

The Board decided to strike “occasional” from the policy language, in regard to how the Board uses Executive Sessions.

## **Board Education Committee**

Faye presented the Board Education Committee Charter. Faye highlighted that the charter is about the Board members making themselves available to Board candidates. Previous members of the subcommittee provided feedback on their past experiences: comments included that it was not much more of an added time commitment, tools for outreach included outreach emails and being present for orientation sessions as a resource to prospective board members. Leah, who served on this subcommittee last year, also shared that being a newer board member was a nice perspective for Board candidates.

Jody and Kristina shared an interest in supporting this subcommittee. Faye thought Caroline K. may be interested and planned to follow-up to verify.

## **Vacant Board Seat**

Faye shared her appreciation for the strategic conversation the Board held on appointing a Board member in response to an early resignation. She recognizes the unique demands folks are experiencing on their schedule, and their engagement in this process already.

Faye presented a proposal for the vacant Board seat. Leah has kindly agreed to continue with the Board through the process of developing a plan for filling a vacant seat to have the full Board dedicated to the conversation. Thus, the Board does not have a definitive resignation date for Leah. Faye proposed hosting an additional strategic conversation for an hour between this meeting and the August Monthly Board meeting to reflect further on the process of appointment when a resignation occurs.

Faye will work to put forward diverse times to explore if another time of day would work better for the additional strategic conversation(s).

The Board shared appreciation for Leah’s continued service and Michael’s memo that well-framed the discussion for the Board. The Board supported an additional strategic conversation. Faye will email the Board a summary of options, with time-sensitive information and options.

## **Member Meeting & Board Elections Update**

John and Mae presented options on the Board Elections and Member meeting. John and Mae shared they received the Board's feedback and explored them carefully. After thoughtful review, John and Mae proposed moving both events to fully online.

The Board reflected on the proposal, provided personal observations, and shared their support for John and Mae's proposal. Some suggestions made as planning moves forward: option to pre-record or have a live speech recorded during the meeting, the value in tabling outside of the store leading up to the election, online voting option is great but having a paper-ballot available in the store, a dial-in option, and to figure out how to provide members with support to view the online meeting if/when they might not have the resources to access it themselves.

John and Mae shared appreciation for the Board's ideas and feedback, which they will take into consideration as they finalize plans moving forward.

## **GM Reporting**

### Monthly GM Update

John presented the GM Monthly Update report to the Board.

During John's presentation of the report, highlights included but were not limited to the closing of FY20 and associated sales reporting, and a smooth transition away from single-use plastic bags to paper bags. The South End Store's numbers have been fairing well through this difficult time; however, the Downtown Store has been on a downward trend since April (a lot of lost foot traffic). The store is down, overall.

The Board shared personal observations and asked clarifying questions.

### B7: Customer Services and Value

John commented on the increased number of GM comments and notes, which are attributed to changes made during COVID-19.

The Board shared personal observations and asked clarifying questions.

The Board reached consensus that the interpretation reasonable, the data were sufficient and demonstrated compliance with the policy, except where noted. The Board accepted the report as written.

## **Open Board Time**

The Board did not have anything to share during Open Board Time.

## **Future Planning**

### Open Member Response

The Board did not have any member time in need of a response. They shared appreciation for Nico and Serrill's engagement.

### Review Board Calendar

Faye noted an adjustment in the GM reporting, which is accurately reflected in the Board Calendar.

### **Wrap Up**

John reiterated appreciation for thoughtful feedback and suggestions.

The Board shared an appreciation for the efficient and focused meeting.

### **Executive Session**

The Board moved into Executive Session at 7:55 PM to discuss the GM contract and GM Annual Review. The Board came out of Executive Session at 8:55 PM.

### **Adjourn**

The Board adjourned at 8:55 PM.

### **Action Items**

#### July 2020

**The Board** will reflect on and consider submitting nominations for the Don Schramm Award.

Submit nominations to Caroline Aubry no later than August 10. Board members can verify membership with Caroline A as well.

**Eric** will finalize Work Plan for August meeting.

**Allison S.** will update D6 to remove the use of “occasional” from the section regarding Executive Sessions, thereby better capturing the Board’s practice.

**Faye** will verify Caroline K.’s interest in supporting the Board Education Committee.