

Onion River Co-op/City Market

Board of Directors Meeting

Remote Teams Conference*

November 16, 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

Leah Soderquist, Board Member

Allison Searson, Secretary

Caroline Keller, Board Member

Absent:

None.

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Madelyn Cataford, Director of Finance & IT

Mae Quilty, Assistant Director of Community Engagement

Claire Ross, Assistant Director of Operations- Purchasing

Caroline Aubry, Membership Manager

Kiersten Hallquist, Member & Board Minutes-Taker

Rubin Jennings, Member

Serrill Flash, Member

Meaghan Diffenderfer, Member

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

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The October 26th minutes were accepted as written.

Review Action Items

The Board reviewed the Action Items list, and one item was removed.

Open Member Time

Serrill shared thoughts on the recent Board of Directors election, highlighting the impressive voter turnout. Serrill also shared reflections and feedback on the decision-making memo discussed at the October meeting.

Rubin greeted the Board and appreciates the opportunity to be at the meeting.

Meaghan passed along concerns they heard from a fellow member regarding the announced cuts to hazard pay.

Proposed Change to Board Decision-Making Process

Faye presented a proposal to update the Board decision making process, which would move from a fully consensus process to a process that would allow for voting, supporting additional space for individual voice in the decision-making process. Faye highlighted the goal to continue to support discussion toward consensus. Decision-making vote would move from a majority to a two-thirds vote to move a decision forward.

Board Members shared personal reflections on the process proposed. Although the entire Board supported the proposal, some Board members wanted to note that not all of the background information in support of the decision reflects the opinions of all of the members.

The Board made the decision to change the policy to the proposed process. The new decision-making process will go into effect at the December meeting.

GM Reporting

Monthly GM Update

John presented the GM Monthly Update report to the Board. John highlighted that the teams are currently monitoring the curbside service closely, and they are working to accommodate customer requests as best they can as requests come in, during the busy holiday season.

The Board shared personal observations and asked clarifying questions. The Board's shared highlights included the positive outcomes of the October Member drive and appreciation to the Community Engagement Team, hazard pay grant approval (\$450,000 for current employees), and early closing of the turkey pre-ordering system due to an impressive response and support from the community.

B3: Asset Protection

John shared the B3 report with the Board.

The Board shared personal observations and asked clarifying questions.

The Board reached consensus that the interpretation and definitions reasonable, and the data was sufficient. The Board accepted the report as demonstrating compliance with the policy, except where noted.

B4: Financial Condition

John shared the B4 report with the Board.

The Board shared personal observations and asked clarifying questions.

The Board reached consensus that the interpretation and definitions reasonable, and the data was sufficient. The Board accepted the report as demonstrating compliance with the policy, except where noted.

B8: Board Elections

John shared the B8 report with the Board.

The Board shared personal observations and asked clarifying questions. The Board appreciated the impressive voter turnout this year and asked the team to consider adding a voter turnout goal in the future to keep the momentum going.

The Board reached consensus that the interpretation and definitions reasonable, and the data was sufficient. The Board accepted the report as demonstrating compliance with the policy.

B11: Subsidiary Business

John shared the B11 report to the Board.

The Board shared personal observations and asked clarifying questions.

The Board reached consensus that the interpretation and definitions reasonable, and the data was sufficient. The Board accepted the report as demonstrating compliance with the policy.

Update from Board Nomination Exploratory Committee

Joanna and Eric presented about the Board Exploratory Committee research, on behalf of the Committee (Joanna, Caroline, Jody, Kristina, and Eric). The Committee provided a preliminary report on information gathered thus far on the workings of other Nomination Committees and identified themes.

The Board shared personal observations and asked clarifying questions. The Board felt nominations are important, however, also having other outlets to place an individual on the ballot. The Board also highlighted the importance of recruitment and observed that a Nominations Committee could be a new and different way to recruit, as well.

The Nomination Exploratory Committee and John will reconvene to review the Board's feedback to inform a recommendation. They will present their recommendation at a future Board meeting.

- Half-time Stretch -

Board Self-Monitoring

C1: Delegation to GM

Jody Presented the C1 to the Board and found the Board in compliance with the policy.

The Board supported Jody's review and did not have further to contribute.

D7: Trusteeship & Relationship to Members

Caroline presented the D7 to the Board and found the Board in compliance with the policy.

Board Members shared personal observations and reflections. The Board recognizes there is always opportunity for improvement, which includes opportunities to further engage members.

Open Board Time

Leah shared hearing a shout out for City Market, recently, highlighting how City Market is supporting alternative and smaller Thanksgiving celebrations.

Faye also reflected on feeling extra appreciative as a shopper as Faye also works to reframe Thanksgiving, under COVID-19.

Jim reflected on recent reading on food relationships and the food supply chain. Jim also is experiencing recent engagement in new remote employees in the community, hoping to find ways to connect with their community, and seeing City Market as a pathway for connection.

Joanna shared about having a Zoom with Charles Baldrige, a former Board Member, and shared how Charles sends his regards to all.

Future Planning

Open Member Response

The Board did not receive any commentary needing response. Faye shared appreciation for the member comments and reflections, shared with the Board, this evening.

Review Board Calendar

Faye and John will send out the 2021 Board of Director meeting dates in the near future, which are adjusted to accommodate holidays and school vacation dates.

Faye is hoping to incorporate space for appreciation and celebration at the December Board meeting, observing that the regular in-person holiday social will not be possible, this season.

Wrap Up/Meeting Evaluation

The Board appreciated the meeting efficiency and effectiveness.

Allison S. shared this is Allison's second to last meeting.

Leah appreciated the process around changing the process for decision making and the education from the Nominations Committee.

John always appreciates the opportunity for Board Members to connect with other Board Members, and appreciated this asset in the Nominations Exploratory Committee process. John

also shared City Market is receiving a lot of media attention around the holidays and shared some recently-released news spotlights and future releases.

Executive Session

The Board moved into Executive Session at 7:59 PM to discuss financial statements, personnel matters and updated COVID-19 protocols. The Board came out of Executive Session at 8:51 PM.

Adjourn

The Board adjourned at 8:51PM.

Action Items

November 2020

Faye and John will send out the 2021 Board of Director meeting dates in the near future.

Allison S. will work with Caroline A. to update the policy register to reflect the updated decision-making process.

October 2020

Eric will add the following two potential agenda items to the parking lot: deeper dive into the member drive and reviewing The Ends policy.