

Onion River Co-op/City Market

Board of Directors Meeting
Remote Teams Conference*
December 14, 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
Eric Pierce, Director of Operations
Michael Clauss, Assistant Director of Operations- Executive Chef
Caroline Aubry, Membership Manager
Carolyn Zeller, Member & Board Minutes Taker
Serrill Flash, Member
Meaghan Diffenderfer, Administrative Coordinator & Member
Connor Chilson, Produce Shift Lead & Member
Steve Austin, Auditor
Garth Allen, Auditor

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

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The November 16th Minutes were accepted as written.

Review Follow-Up Items

The Board reviewed the Action Items list. Two completed items were removed.

Open Member Time

Connor Chilson shared experiences on COVID safety, quality of work environment, security, vendor COVID safety policy compliance, views of management in the downtown store, and views on the proposed policy changes the Board was considering in this meeting. Faye thanked Connor for their feedback and will follow up.

Auditors' Presentation

Faye introduced the auditors, Steve Austin and Garth Allen of Gallagher, Flynn and Company, LLP.

Steve and Garth shared a presentation on the audit, including roles of the Board and management, the audit process, and audit findings.

The Board asked clarifying questions.

Executive Session

The Board moved into Executive Session at 7:07 to further discuss the audit. The Board came out of Executive Session at 7:25pm.

- Half-time Stretch -return at 7:35

Addressing Conflicts of Interest

Faye presented a memo to propose policy revisions that address certain conflicts of interest that may arise when an employee is serving on the Board. The memo includes reference to the due diligence, strategic discussions, and research performed over the last five months. The Board discussed the proposed revisions and potential specific language changes.

Accept proposed revisions to the policies as written:

D3 (9 yes),

D4 (except 2-E-i-1 which language will be slightly modified by Faye and Eric) (9 yes)

D9 (9 yes)

GM Reporting

Monthly GM Update

John presented this report to the Board. John highlighted the safety in the busy time of Thanksgiving safety, and the hugely successful COTS tree sale, which sold out!

Work Plan Review FY21

Eric presented the annual work plan reflecting the priorities established during prior spring retreat. The Board acknowledged receipt.

Board Monitoring

D11: Board Perpetuation

Kristina reported on this policy and found the Board in compliance and is taking extra steps to initiate a nominating committee.

Board Members shared personal observations and reflections.

Appreciation for departing Board Members

Faye and Board Members shared appreciation for Allison's and Leah's time on the Board. Allison served the Board for 6 years and Leah served for two years.

Future Planning

Open Member Response

Faye shared appreciation for City Market members attending and will follow up directly.

Review Board Calendar

The Board discussed changes to be made to the Board Calendar.

Wrap Up

Board Members shared what they liked or did not like about the night's meeting.

Executive Session

The Board moved into Executive Session at 8:45pm to discuss the Board seat appointment.

The Board decided on an appointment for the Board seat opening on 1/1/2021.

The Board came out of Executive Session at 9:47pm.

Adjourn

The Board adjourned at 9:47pm.

Action Items

December 2020

Faye and Eric will modify language for policy D4, line 2-e-i-1