

Onion River Co-op/City Market

Board of Directors Meeting

January 28, 2020

Board Attendance:

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

Absent:

Jim Rudolph, Treasurer

Also in attendance:

Michael Healy, Board Facilitator
John Tashiro, General Manager
Caroline Aubry, Membership Manager
Madelyn Cataford, Director of Finance
Mae Quilty, Outreach & Education Manager
Kiersten Hallquist, Member & Board Minutes-Taker
Matt Cropp, Member
Serrill Flash, Member

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

Preliminaries

Review Agenda

The agenda was accepted as written. Joanna informed the Board she will have to leave by 8:15pm.

Review Minutes

The December 16, 2019 minutes were accepted with the following changes: Eric Boehm was not in attendance at the December meeting; update page 2-paragraph 4: “a little over ten years” updated to “over ten years.”

Review Follow-Up Items

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

Open Member Time

The Board Members, special guests, City Market staff, and Members in attendance introduced themselves.

Matt Cropp introduced himself to the Board. He provided updates on establishing real estate cooperatives in Burlington (Vermont Real Estate Cooperative is currently in the process of negotiating purchase and sale for Full Barrel Cooperative – seeking to become a multi-property cooperative; The Oak Street Co-op is test-case for a community campaign to purchase the Chubby Muffin building and this was announced in a recent Seven Days article). Matt invited City Market to consider membership in the local real estate cooperatives.

Matt also provided an update regarding Full Barrel Cooperative Brewery & Taproom: looking to launch into beer sales in the coming year and is hoping City Market would be willing to sell. Also wanted to let everyone know of their March Board elections and if anyone knows someone interested in engaging in cooperative board work.

Matt shared that there is a recent spike in interest in worker-co-op conversions with local farms, and he is working with NOFA to provide resources. He requested materials with City Market's Producer & Vendor loan request, which he would like to share at the NOFA Conference.

Matt also shared his annual request in regard to the annual retained patronage: Matt suggested cash patronage paid to oldest obligations, while some current obligations paid as well.

The Board asked clarifying questions.

Review BOD Member Code of Conduct

The Board reviewed the Code of Conduct Policy and provided space for members to identify and name any potential conflicts of interest.

The Board asked clarifying questions.

Review Liquor License Forms

The Board reviewed the Liquor License Forms prior to the meeting. The Board did not have any questions regarding the forms.

Report Back from Cooperative Board Leadership Development 101(CBLD 101)

Jody shared on the experience at the CBLD 101. Jody appreciated discussions on the various reasons people join cooperatives and the use of tabling to promote member engagement. The Board asked clarifying questions. The Board identified that Member Engagement and Board Perpetuation efforts could have overlapping initiatives.

Kristina shared on the experience at the CBLD 101. Kristina appreciated learning the history of cooperatives, the activities and discussions on finances, diving into policy and reasons behind policy development, and networking with other cooperatives.

Caroline shared on the experience at the CBLD 101. Caroline also appreciated the finance discussions and activities, networking with other co-ops and exploring how City Market/Onion

River exists in the larger cooperative landscape and learning about other peoples' challenges. Caroline also appreciated in engaging discussions on board perpetuation efforts.

The Board asked clarifying questions.

Review BOD Officer Roles and Declaration of Interest

Faye presented the Board Officer Roles overview document to the Board. The Board asked clarifying questions. The Board shared their personal interest in the board officer positions.

Faye shared interest in serving another year as President. Allison shared interest in staying on in the role of Secretary. Eric shared interest in continuing in the Vice President position. Jim shared with Faye that Jim is interested in continuing as the Board Treasurer for another year.

Schedule of Board Packet Delivery

Faye presented an overview of the recent memorandum shared with the Board regarding current board packet delivery practice, the changes that occurred overtime, and challenges associated with board packet delivery in policy and in practice. Policy states that the Board packet is to be prepared and provided to all Board Members and Board Associates prior to Board Meetings. Currently, the packet is shared at least ten days in advance, however, this is challenging. Faye and John proposed allowing packet delivery to occur no later than 5pm, the Wednesday prior to the meeting (within five days of the meeting). Confidential information would still be released a few hours later to help ensure clear division between confidential and non-confidential contents.

The Board asked clarifying questions. The Board approved the update to the Board Packet Delivery policy, moving from release no later than ten days prior to five days prior.

GM Update

Monthly GM Update

John presented his update to the Board. Highlights from John's updates included but were not limited to an update on announcement around single-use plastic bags, three Board Members representing the cooperative at recent CBLD 101, appreciation to the Board for helping schedule the Spring retreat date, improved inventory procedures while working within cost limitations, and the continued work to support Member feedback channels and response.

The Board shared personal observations and asked clarifying questions. The Board congratulated the operations team on the tremendous recent achievements in Deli and Prep-Foods, and John shared his personal observations on what led to recent successes.

John is collaborating with other GMs to develop a new certification to replace "Fish-Wise," which recently shutdown with very limited notice to the stores operating under the certification.

B4: Financial Condition

The Board performed the quarterly B4 Financial Condition review. John highlighted the “above sales status” for this quarter alone and record-breaking numbers occurring between both locations.

The Board shared personal observations and asked clarifying questions. Migration of traffic from Downtown to the South End has continued, longer than expected and more than expected. However, the Downtown store continues to have good transaction numbers; the traffic decline does not directly correlate to the store transaction numbers.

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance. The Board accepted the report as demonstrating compliance with the policy, except where noted in the report. The Board requested supporting documents addressing the efforts to address the current items of noncompliance, and the requested documents will be reviewed during executive session.

Board Monitoring

D10: Community Service Award

Leah presented D10 to the Board, and Leah shared personal observations and review notes. Leah noted that the policy does not dictate timing of the award, should the Board wish to explore better timing for the award nomination and selection process.

Leah found the Board in compliance with the policy.

Faye shared the Board could explore the option of a member subcommittee to facilitate the process, and that the option exists within the policy to delegate the nomination and selection process to the GM.

Open Board Time

Faye shared that she and John had a conversation with Franklin Community Cooperative store, and she left the conversation with an appreciation for co-ops helping co-ops and the City Market/Onion River diverse product selection. She also requested a bigger selection of herbal (non-caffeinated tea; Ginger was one suggestion).

Leah had a shout out for the store tofu dish. Allison loved the tempah dish that has been at the hot bar.

Leah shared on recent readings from the NCG online updates/bulletin: exploring a move into a full retail operation to expand co-ops (purchasing struggling co-ops). John shared he was not concerned and provided insights on the proposal.

Faye shared that the Richford local grocery store is closing, and the local health center is exploring purchasing the store to keep it open.

Kristina and Jody shared they feel they have a lot to learn, but really felt prepared to launch into their first meeting, and shared their appreciation for the provided training and support.

Future Planning

Open Member Response

The Board would like to see formal write ups on the initiatives to help inform their decisions on a response to the series of requests.

John will follow-up with Matt to provide information on the Producer & Vendor loan request process.

NOFA-VT Conference

Faye provided a brief overview of the NOFA-VT Conference in follow-up on the summary document provided prior to the meeting. If Board Members are interested, let both John and Mae know by Wednesday, February 05; they need to know if individuals plan to eat lunch and which days they plan to attend.

The Board invited Mae and her team to reach out with volunteer and support needs, should they have any. Member Work is also available.

Columinate Webinars

Faye forwarded an email from Michael to the Board, which contained unique webinar opportunities. Faye encouraged the Board to take advantage of this training opportunity that is included in the Board's Columinate service.

Review Board Calendar

The Board reviewed the Board Calendar.

Leah is hoping to attend the March meeting; however, she will be out in April and May (Baby! Yay!).

Leah, Faye, Jody, Caroline, and Michael indicated a preference for paper packets.

Spring Board retreat date is being re-evaluated.

Wrap Up

Kiersten presented the action items to the Board.

The Board shared appreciation for having the meeting at the South End Store and Michael keeping them all on time.

Leah found additional information on B4 very helpful to further her understanding.

Faye shared an appreciation for the new members and new energy.

Caroline appreciated Matt's presentation, furthering her view of the local cooperative landscape.

John always appreciates the level of engagement and support from the Board.

Executive Session

The Board moved into Executive Session at 7:52 PM.

PM to discuss expansion and contracts. The Board came out of Executive Session at 9:01 PM.

Adjourn

The Board adjourned at 9:01 PM.

Action Items

John will look into organizing a session in the future to share the NCG survey and report that was presented at the Co-op Café for the February Board meeting.

Faye will include D11 Policy Review in the Board agenda for February, folded under the work of the Board Perpetuation Committee: simplifying language and providing clearer outcome measures.

The Board will respond to the Spring Retreat Doodle Poll no later than January 31.

Caroline A. will provide more diverse tea options at future board meetings.

Faye will follow-up with Matt to request some written summaries of his formal requests to the Board and to let him know that John will follow-up with the producer-loan request process.

John will provide Matt with information on the Producer & Vendor loan request process.

John will provide a summary of City Market's involvement in Full Barrel Cooperative for the Board at the February meeting.

Board Members interested in attending NOFA-VT will let John and Mae know what days they plan to attend and if they plan to have lunch on those days by 2/5.