

Onion River Co-op/City Market

Board of Directors Meeting
Remote Teams Conference*
March 22, 2020

Board Attendance:

Eric Boehm (he/him), Board Member, President
Joanna Grossman (she/her), Board Member, Vice President
Caroline Keller (she/her), Board Member, Treasurer
Rubin Jennings (he/him), Board Member, Secretary
Jody Landon (she/her), Board Member
Kristina Sweet (she/her), Board Member
Meaghan Diffenderfer (she/her), Board Member
Jim Rudolph (he/him), Board Member

Absent:

Faye Mack (she/her), Board Member

Also in attendance:

Michael Healy (he/him), Board Facilitator
Kiersten Hallquist (she/her), Member & Board Minutes-Taker
John Tashiro (he/him), General Manager
Madelyn Cataford (she/her), Director of Finance & IT
Mae Quilty (she/her), Assistant Director of Community Engagement
Claire Ross, Assistant Director of Operations - Purchasing
Caroline Aubry (she/her), Membership Manager
Serrill Flash, Member

A quorum was established, and the meeting started at 6:08pm.

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The February 15th minutes were accepted as written.

Review Action Items

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

Open Member Time

Serrill shared a Happy Spring with the Board.

Progress Update on Board Perpetuation Proposal

Joanna and Eric presented an update regarding the next steps of the Board Perpetuation work and the committee plan under development. Joanna and Eric gathered feedback from the Board to verify alignment on a handful of topics in preparation for development of a full drafted charter.

The Board asked clarifying questions and provided feedback on the reviewed Pilot Perpetuation Charter Outline document.

National Cooperative Grocers Association (NCG) Member Agreement Review

John presented the NCG Agreement signed in 2020 for the Board's review. John also provided a brief overview of the relationship with NCG and the important support it provides to City Market ORC and the broader the cooperative network.

GM Reporting

Monthly GM Update

John presented the GM Monthly Update report to the Board.

The Board shared personal observations and asked clarifying questions. John and the Board reflected on the unique impact the pandemic has had on numbers over the past year.

Financial Planning Status

John and Madelyn shared information on the Co-op's financial planning status.

Madelyn provided an update on the annual audit process and the plans for the current tax year, with plans to continue work with Gallagher and Flynn this year.

John provided a brief update on the PPP Loan application, with the hope to apply in early-April, depending on what is required in the application process.

John provided an update on the past year's budget forecasts and FY22 budget planning process; in light of the pandemic's unique impact on the budget projections, John requested the Board provide an extension to September 2021 for the multi-year budget presentation to allow John and his team more time to better develop the FY22 base budget to better inform a multi-year forecast.

The Board shared personal observations and asked clarifying questions.

COVID-19 Updates

John provided a brief update regarding the positive COVID-19 case reported yesterday, March 21, in the South End Store. There was a lot of timely work completed to support timely and accurate communication to the staff and public community, and to ensure sufficient staff coverage as close contacts were identified.

John proposed the Board meetings remain virtual for the duration of 2021 in an abundance of caution. The Downtown store conference room is currently converted to additional office space to support physical distancing for staff, and the community room in the South End has been converted to a larger staff break room to support better physical distancing as well. John did, however, propose a physically distanced informal in-person Board social later in the year to support Board Member's social

connections. Eric Boehm shared support for a gathering later in the year, while continuing to plan conservatively for the time-being.

- *Half-time Stretch* -

Board Self-Monitoring

D9: Board Terms of Office Policy

Jody presented analysis on the D:9 - Board Terms of Office policy. Jody found the Board in compliance with the policy.

Report Out from Recent Trainings

Eric invited the Board to share personal observations and take-aways from recent trainings with NFCA, NOFA, and Columinate's CBLD training.

Eric, Joanna, Rubin, Kristina, Jody, Meaghan, and Caroline all participated in sessions, and shared lessons learned at their sessions. Sessions included but were not limited to:

- Ladonna Sanders Redman's "Diversity: Why We Can't Wait"
- A leadership mixer networking event with other fellow Cooperative Officers
- Cornelius Landing's presentation on land access in the South as part of NFCA
- NOFA-VT Winter Conference Sessions Attended:
 - o "Advancing BIPOC Land Access in N'Dakinna"
 - (Northeast Farmers of Color Land Trust; Every Town Project; Vermont Land Trust; NOFA-VT, Vital Communities)
 - o "Stronger Together- Cooperative and Alternative Models for Farms and Food Businesses"
 - (Agrarian Commons; Brush Brook Community Farm; Land in Common; Humble Hands Harvest; Diggers' Mirth Collective Farm)
 - o "Organizing to Win: Building Community Power for Systems Change"
 - (Community Action Works and Energy and Climate Upper Valley)
 - o "Soil Health Policy in Vermont: Changemaking from the Ground Up"
 - (VT Soils Coalition, Grow more, Waste Less, Rural Vermont, NOFA-VT)
 - o "The Fermentista's Garden: Hands-on Fermentation Demonstration"
 - (Nomadic root Kitchen)

Future Planning

Open Board Time

Meaghan asked about balancing the Board's role representing the community and supporting the General Manager. Eric shared appreciation for the discussion topic and wanted to make more space for this discussion at a future Board meeting and/or retreat. John also highlighted the historical and current value of receiving and responding to community input, as an ongoing practice.

John also updated the Board on a recent national trend regarding an "Anti-Facemask Flash Mob," and a New Hampshire cooperative recently experienced one of these flash mobs. This past Saturday, the senior team identified one of the mobs was planned to occur in Burlington; John and the senior team planned for a possible incident; however, the group remained on Church Street, and the safety and security team was not required.

Member Comment

No comments necessitating response, at this evening's meeting.

Review Board Calendar

The Board did not have any calendar updates.

Confirm Spring Board Retreat Date

Eric shared two dates revealed potential conflicts, and Eric plans to follow-up with the individuals directly to finalize the date; however, Eric asked the Board to hold May 8th and May 15th.

Wrap Up/Meeting Evaluation

None.

Executive Session

The Board moved into Executive Session at 8:04 PM to discuss Personnel and Union Matters. Meaghan recused herself from Executive session due to a Conflict of Interest. The Board came out of Executive Session at 8:53 PM.

Adjourn

The Board adjourned at 8:53 PM.

Action Items

March 2021

The Board will hold May 8th and May 15th for the Spring Retreat.

Eric will set up one-on-one check-ins with each member of the Board as part of his on-boarding in his new leadership position as Board President.

January 2021

Joanna will draft a Board Perpetuation Committee charter to bring to the Board for review at a future Board meeting (to revisit each meeting until project close).