

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

Board of Directors Meeting

January 28, 2019

### **Board Attendance:**

Sarah Alexander, Board Member, Secretary  
Eric Boehm, Board Member, Vice President  
Faye Mack, Board Member, President  
Allison Searson, Board Member  
Joanna Grossman, Board Member  
Jim Rudolph, Board Member  
Julia Curry, Board Member  
Leah Soderquist, Member, Board Member  
Charles Baldrige, Board Member, Treasurer

### **Absent:**

none

### **Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, General Manager  
Kim Nolan, Head of People and Culture  
Claire Ross, Assistant Director of Operations - Purchasing  
Allison Hope, Director of Community Engagement  
Madelyn Cataford, Director of Finance  
Carolyn Zeller, Member and Board Minutes-Taker  
April Harkness, Hanover Co-op  
Serrill Flash, Member  
Jeannie Bartlett, Member  
Wanda Hines, Member and Director of JUMP  
Liz Blum, Hanover Co-op

A quorum was established and the meeting started at 6:00 PM.

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written with no changes.

#### Review Minutes

The December 17, 2019 minutes were accepted as written.

#### Review Action Items

The Action Items list was reviewed and accepted with all 6 items removed. First time ever!

### **Open Member Time**

Members and Board Members introduced themselves.

Wanda Hines offered Board Members some JUMP materials and discussed moving from City Market vouchers to City Market gift cards for JUMP clients.

Liz Blum, Hanover Co-op Board Vice President, and April Harkness, Hanover Co-op Member Outreach, thanked the Board for allowing them to visit. They noted they were creating a Diversity and Inclusion and Racial Equity committee and were seeking information on others' experiences and advice.

Michael Healy shared his gratitude and memories of two Co-op-related people that have passed away recently. Mike Rogers was a City Market Board Member and Board Chair. Bill Gessner supported and advised Co-op Boards all over the country. Allison Hope also shared that Co-op partner, Enid Wonnacott, Executive Director of NOFA-VT for over 30 years, also passed away last month.

### **Review Board Member Code of Conduct**

Faye asked Board Members to please review the code of conduct and return completed forms to John. Board Members discussed their potential conflicts.

### Report Back from Recent Trainings

Faye and Leah shared very positive feedback from recent CDS Consulting Co-op trainings and encouraged others to attend as applicable.

### **Board Monitoring**

#### Review BOD Officer roles & declaration of interest

Faye reminded Board Members that the Board votes on its slate of officers at the February Board meeting. The Board asked clarifying questions and shared their interests. Faye interested in continuing as Board President. Sarah is happy to continue or have someone else share interest in the position of Secretary. Eric is interested in remaining Vice President and Charles is interested in remaining Treasurer. Allison is interested in Treasurer or Secretary.

### **Board Self-monitoring**

#### D10: Community Service Award

Joanna presented D10 to the Board and reported the Board is in compliance.

#### Board Perpetuation Committee Update

Julia and Jim shared a document titled "Board Perpetuation Committee Update and Proposals" that was emailed to Board Members prior to the meeting. They shared that the goal of the Committee is to improve the process to ensure great candidates and improve Member voting in Board elections. The Board reviewed the document, had discussion and asked clarifying questions.

Discussion included but was not limited to improving mentorship to new members, feedback on including resumes which tend to skew towards professional work, re-writing application questions and posting the answers to questions would be preferable when comparing candidates. Jim and Julia will share a draft Board Member job description at the February Board meeting.

### **GM Reporting**

### Monthly GM Update

John presented his report to the Board. Highlights included, but were not limited to:

- December exceeded budget in both stores by \$120 and \$240k. We're on schedule for January and future months.
- We've continued to review and coordinate requests for a variety of products and product parity between stores with success.
- John mentioned that Monday and Tuesday the South End store had water main issues and he is working with the city on best practices to prevent and respond.

The Board asked clarifying questions.

### B4: Financial Condition

John presented the B4 report to the Board. The Board asked clarifying questions. Faye asked about Membership decline. The Board accepted the report as demonstrating compliance with the policy, including the noncompliance noted in B4.10 with expectation of further plan and analysis next month.

### Vision 2025 Charter Draft review

Faye shared appreciation for the detailed charter draft. The Board asked clarifying questions and discussed the document.

### Summary of Bank Resolution

The Board reviewed and unanimously approved the resolution as presented and written to re-appoint John Tashiro and appoint Madelyn Cataford, Kim Nolan and Eric Pierce as authorized representatives to act on behalf of City Market in all matters relative to our cash management including but not limited to bank accounts, credit cards and loans. The resolution also removes Tim George, former Director of Finance, from these accounts.

### Review Draft of Board & GM Responsibilities on Public Policy

Faye presented a proposal of a spectrum of responsibilities of engaging with public policy with goals of creating clarity and shared expectations. Board members discussed the draft and asked clarifying questions. Most Board members seem to prefer an option somewhere options 2 and 3, wanting to be informed in a timely manner but also being understanding of time and work constraints, and supportive about being proactive to make a decision about this policy. Faye will work on some draft language to share back with the Board.

### **Open Board Time**

Board members shared thanks for everyone who spent extra time and effort on Board projects this past month. Faye expressed gratitude from Hunger Free Vermont staff to Vermont retailers, including City Market, for quickly sharing information about early SNAP benefit disbursements related to the government shutdown. Julia expressed excitement about collaboration with VSECU and other cooperatives, in light of the recent co-op gathering she attended. Charles enjoyed seeing cooperative awareness and celebration in his trip to New Zealand. John reflected on the fact that Monday after a huge snowstorm both stores were open and running to support and serve the community.

### **Future Planning**

#### Open Member Time Response

Faye responded to Wanda that the Board needs to review her request and will respond after that.

#### Confirm Meeting Date Changes

John confirmed that the dates on the Board calendar are the updated meeting dates.

#### Confirm NOFA Conference Attendance

Board members confirmed that they are still planning to attend as noted via email.

#### Review Board Calendar

The Board reviewed the calendar.

#### **Wrap Up**

It was great to have folks from Hanover and Board members would like to follow up with them.

#### **Executive Session**

The Board transitioned into Executive Session at 8:47 PM to ask questions about the B4: Financial Condition, receive an update regarding the P&S Agreement, and be informed on personnel communications and legal matters.

The Board came out of Executive Session at 8:58 PM.

#### **Adjourn**

The Board adjourned at 8:58 PM.

#### **Action Items**

**Jim and Julia** will draft a Board job description and share at the February Board meeting.

**Faye and Eric and John** will present updated language for Public Policy at the February Board meeting.

**John** will share Membership analysis feedback at the February or March Board meeting.