

Onion River Co-op/City Market

Board of Directors Meeting

February 18, 2019

Board Attendance:

Eric Boehm, Board Member, Vice President

Allison Searson, Board Member

Joanna Grossman, Board Member

Jim Rudolph, Board Member

Julia Curry, Board Member

Leah Soderquist, Board Member

Charles Baldrige, Board Member, Treasurer

Absent:

Sarah Alexander, Board Member, Secretary

Faye Mack, Board Member, President

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Allison Hope, Director of Community Engagement

Eric Pearce, Head of Organizational Operations

Carolyn Zeller, Member and Board Minutes-Taker

Travis Fryer, Member

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

Preliminaries

Review Agenda

The Agenda was accepted as written.

Review Minutes

The January 28, 2019 minutes were accepted as written.

Review Action Items

The Action Items list was reviewed and accepted with 2 items removed.

Open Member Time

Members and Board Members introduced themselves.

Officer Elections

Michael led the officer election process. He provided an overview of Board Members who indicated interest in the various positions at the last Board meeting.

The following positions were unanimously confirmed by the Board: Faye Mack as President, Eric Boehm as Vice President, Charles Baldrige as Treasurer, and Allison Searson as Secretary.

Board Perpetuation Committee

Julia and Jim led a review of the draft Board Member job description and the draft Board Candidate Education Committee Charter that were emailed to Board Members prior to the meeting. The Board reviewed the documents and asked clarifying questions.

Discussion about the job description included: updating language and terms to foster inclusiveness, inviting a diversity of backgrounds, offering a higher level of understanding to potential new Board Members, including Board participation expectations along with encouraging every Member who is interested to apply, and sharing City Market's inclusiveness & diversity statement.

Board Members also asked clarifying questions about the Board Education Committee. Board discussion included the value of current Board Members participating on the Board Education Committee and/or as mentors to incoming Board Members. Jim and Julia will share a second draft of the Board Member job description and will present several options for the Board Education Committee at the March Board meeting.

GM Reporting

Monthly GM Update

John presented his report to the Board and the Board asked clarifying questions. Highlights included but were not limited to:

- Sales are doing well and ahead of budget by \$70k as of today and on track for next month.
- Eric Pearce shared some updates focused on revenue, staffing and in-house catering software plans.
- Budget planning for FY20 will offer us more historical data as a two-store operation and will allow for better assumptions on future transaction counts and sales data.
- Leadership team and management changes have been settling well.
- The new Vision Advisory Board has 12 members, including Leah as a Board Member. The first meeting is 2/21 and will be an informative session.
- Executive Chef, Michael Clauss, is focusing on optimizing catering operations and efficiencies on the back end, with a pilot program launching in 4 weeks.

B6: Emergency General Manager Succession

John presented the B6 report to the Board. The Board asked clarifying questions and John noted that while the original report presented to the Board indicates areas of non-compliance, we are fully in compliance.

The Board accepted the report as demonstrating compliance with the policy and accepted the report as written (except for the fact that it noted non-compliance, which was in error).

Board/GM Responsibilities in Public Policy Engagement

Eric presented the proposed additional language to the B5 policy. John referred to a memo he shared by email on Wednesday, confirming that he would do his best to keep the Board reasonably informed in a timely manner. The Board discussed and expressed gratitude for a thoughtful and clarifying response from John. The Board approved the addition of the highlighted phrase to the B5 policy.

Report Back from NOFA-VT Winter Conference

Key themes were gratitude and welcoming. It felt good to have City Market as a sponsor of this important event and Board Members were very thankful for the opportunity to attend and learn about important issues.

Interest in CCMA Attendance

The CCMA conference this year will be held in Durham, NC on June 6 -8 and will focus on the theme of “fostering democracy and equity in our communities.” The Board has budgeted \$6,000 available and three or four Board Members could attend, especially if someone from City Market presents. Jim, Julia, Leah, Allison and Joanna expressed interest in attending; Allison expressed interest in presenting. Eric will check with Sarah and Faye and will coordinate attendance.

John also mentioned the upcoming NFCA Annual Meeting on March 23rd in Greenfield, MA with a theme of “From Soil to Sovereignty”. Board Members interested in attending should let John know by the end of the day Wednesday, February 20th.

Open Board Time

Board Members shared appreciation for the “Buffalo Cauliflower” available at Super Bowl time on our hot bar (recipe is on website). Charles tabled for the Member Drive and observed how efficient staff were at stocking and maintaining the sales floor. He reflected on how 70% of the customers at the South End store were already Members and how much money and local produce flows through the Co-op. Eric compared and contrasted the Mad River Glen cooperative, community feel, marketing, and by-laws.

Future Planning

Open Member Time Response

There were no Member requests requiring follow-up.

Review Board Calendar

The Board reviewed the calendar. John reminded Board Members of the March 11th 9am Seedling Grants Celebration (Secretary Anson Tebbetts & Mayor Miro Weinberger will be in attendance) and the March 11th annual City Council presentation. Board Members signed up for future Board monitoring.

Wrap Up

Board Members shared the closure on the B5 policy discussion and appreciated having fruitful conversation over several meetings to learn, process and ultimately make a decision.

Executive Session

The Board moved into Executive Session at 8:13 PM to discuss real estate transactions.

The Board came out of Executive Session at 8:30 PM and authorized the Board President to sign documents on behalf of the Board for the sale of the 75 Briggs Street parcel.

Adjourn

The Board adjourned at 8:30 PM.

Action Items

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

Jim and Julia will share a second draft of the Board Member job description and will present several options for the Board Education Committee at the March Board meeting.

Eric will check with Sarah and Faye and will coordinate attendance to the CCMA conference.

Board Members will let John know by end of day Wednesday, February 20 if they want to attend the NFCA conference.