

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

Board of Directors Meeting

May 27, 2019

### **Board Attendance:**

Eric Boehm, Board Member, Vice President

Faye Mack, Board Member, President

Joanna Grossman, Board Member

Julia Curry, Board Member

Leah Soderquist, Board Member

Sarah Alexander, Board Member

Allison Searson, Board Member, Secretary

Jim Rudolph, Board Member

Charles Baldrige, Board Member, Treasurer

### **Absent:**

### **Also in attendance:**

Michael Healy, Board Facilitator

John Tashiro, General Manager

Allison Hope, Director of Community Engagement

Liz Jarvis, Membership Manager

Brent Demers, Assistant Director of Operations – Logistics

Claire Ross, Assistant Director of Operations - Purchasing

Serrill Flash, Member

Tony Redington, Member

Allison Oskar, Member

Charles Simpson, Member (arrived 6:45pm)

A quorum was established and the meeting started at 6:02 PM.

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The April 22, 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. Tony Redington shared information with the Board about the Champlain Parkway and the Winooski Avenue Corridor Study and associated safety concerns. He introduced the idea of a sidewalk level cycle track to the Board to improve safety and accessibility along the Winooski Avenue Corridor. Tony invited the Board and staff to attend Tuesday's 5:30pm (at ONE Community Center) public meeting to review various alternatives for

the Winooski Ave Corridor Study. Tony also shared his feedback on the Parkway project as a representative of Safe Streets Burlington. Serrill shared his appreciation for Tony's work.

#### Board Work Plan Development

Eric reintroduced this work and the list of new expanded Board priorities. The Board has been working on this via email since the Board retreat. The Board were appreciative of the work and felt that the categories made sense. Faye, Eric and John will collaborate to create a final draft of the Board work plan that they'll share with the Board in a future meeting.

#### GM Annual Review Process

Faye reviewed the annual process with the Board, including the expanded version that the Board tried out last year. This year, one part of the proposal is to push the review process back a month (rather than starting in the May session) and add a meeting with Board officers. The Board will start this work at the June meeting.

#### **Board Monitoring**

##### C2: GM Job Contribution

Eric presented C2 to the Board and reported the Board is in compliance.

##### D1: Governing Style

Julia presented D1 to the Board and reported the Board is in compliance. Allison requested that a review of the pillars be added to the parking lot list before this policy is monitored next year.

#### **GM Reporting**

##### Monthly GM Update

John presented his report to the Board. Highlights included, but were not limited to, City Market's ongoing involvement in the Winooski Ave Corridor Study, purchasing decision-making at the Co-op, grocery resets at the South End store, and our partnership with NCG to review and assess the Meat & Seafood and center store Grocery departments at both stores. John also highlighted the IT work that Madelyn is leading with Dominion Tech and our IT team, John Bergeron and Tim Shaw. John indicated that this work is progressing well and we have a solid plan for the next three months to make the necessary improvements.

The Board asked clarifying questions.

##### B5: Communication & Counsel to the Board

John presented the B5 report to the Board.

The Board asked clarifying questions and shared observations.

The Board accepted the report as demonstrating compliance with the policy.

##### B10: Communication Support for the Board

John presented the B10 report to the Board.

The Board asked clarifying questions and shared observations. Eric asked what the legal requirements were for archiving Board records (B10.6). Julia and John indicated that they were interpreting that as the life of the Co-op.

The Board accepted the report as demonstrating compliance with the policy.

#### Board Perpetuation Committee

Julia and Jim asked for the Board's approval on the final Board Service Education Committee charter with updates made based on Board feedback at the last meeting. The Board approved the Board Service Education Committee charter as presented. Leah and Allison joined the new committee and will check their calendars to ensure they can attend the Board candidate orientations that have already been scheduled. Faye reminded the Board that while the committee begins on June 15, they can add or change members as needed even after that date.

#### Board Candidate Application Review

The Board reviewed the current draft of the current Board application. The Board discussed making some of the items on the "educational checklist" mandatory, rather than optional. The Board decided to review this idea at future meeting. The Board made suggestions for updating the wording of the application.

#### Board Appointment

Faye led a review of the qualifications of the Members applying for the Board Appointment (term to start June 1, 2019 and end December 31, 2019). Leah asked about how the Board can use these qualifications to update the Board Candidate Application in the future to draw out desired Board Member qualities. Board members talked about how to know how to translate the received applications into really knowing candidates and whether in the future it would be useful to make updates (like in person meetings). The Board discussed the consideration of candidate skill sets and perspectives and any gaps based on current Board members. The Board also discussed whether or not they are interested in appointing someone who would at least consider running for a seat in the regular election cycle. Allison H asked the Board to consider whether or not they want the appointed member to be listed as an "incumbent" on the October Board election materials or not (if the appointed candidate runs in the elections).

#### **Open Board Time**

Board Members shared life and local developments. Joanna shared that she was approached by some staff about her feelings regarding the \$15/hour minimum wage and she was grateful the Board had discussed the issue ahead of time. Allison shared her appreciation for \$5 sushi Wednesdays. Faye was in Shelburne Falls, MA last week for an NFCA Board meeting and shared feedback about great news member co-ops are sharing with the NCFA. Jim shared an NPR story about a recent book about time scarcity and food and families called *Pressure Cooker*; he would be up for reading and sharing with the Board. Charles drove to the Cabot Creamery this weekend and watched their "very co-opy" intro video in their tasting room; he was very impressed.

#### Appreciation for departing Board Member

Board members and John shared appreciation for Sarah – all her hard work, her perspective and joyous spirit, and her courage to ask questions and learn new things. The Board encouraged Sarah to come visit future meetings and share her personal email so they can keep in touch.

## **Future Planning**

### Open Member Time Response

There were no Member requests requiring follow-up. Faye will send Tony a thank you note for coming to the meeting and sharing information with the Board. Charles reminded the Board that Tony had extended an invitation for a Board or staff to attend the Winooski Avenue Corridor Study meeting next week.

### Review Board Calendar

The Board reviewed the calendar.

## **Wrap Up**

Faye thanked Brent and Claire for attending the meeting.

## **Executive Session**

The Board moved into Executive Session at 8:00 PM to choose appoint a new Board Member in Sarah's Absence.

The Board came out of Executive Session at 8:35 PM.

## **Adjourn**

The Board adjourned at 8:35 PM.

## **Action Items**

**Julia** will submit a draft Board job description.

**Faye, Eric and John** will collaborate to create a final draft of the Board work plan that they'll share with the Board in a future meeting.

**Faye** will send Tony a thank you note for coming to the meeting and sharing information with the Board.