

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

Board of Directors Meeting

August 26, 2019

### **Board Attendance:**

Faye Mack, Board Member, President, via conference call

Eric Boehm, Board Member, Vice President

Charles Baldrige, Board Member, Treasurer

Allison Searson, Board Member, Secretary

Julia Curry, Board Member

Joanna Grossman, Board Member

Caroline Keller, Board Member

Jim Rudolph, Board Member

Leah Soderquist, Board Member

### **Absent:**

### **Also in attendance:**

Michael Healy, Board Facilitator

John Tashiro, General Manager

Liz Jarvis, Membership Manager

Madelyn Cataford, Director of Finance

Claire Ross, Assistant Director of Operations – Purchasing

Mae Quilty, Outreach & Education Manager

Kiersten Hallquist, Board Minutes-Taker

Patrick Brown, Member

Ben Cadwallader, Member

Diane Drake, Member

Serrill Flash, Member

Katera Hopkins, Member

Patrick Kearney, Member & Employee

Juliet Moran, Member

Matt Mulligan, Member

JF Carter Neubieser, Member

Kristina Sweet, Member

Sam Werbel, Member

Bob Wolf, Member

Caitlin Waddick, Member

A quorum was established and the meeting started at 6:01 PM.

### **Preliminaries**

Review Agenda

The Agenda was accepted as written.

### Review Minutes

The July 22, 2019 minutes were accepted with the following changes: date updated from June to July; “workers’ compensation decreased” clarified to state “the number of workers’ compensation claims decreased”( page 3, B1)

### Review Action Items

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

### **Open Member Time**

Eric provided a quick overview of meeting process and expectations.

Board Members and members in attendance introduced themselves.

The following introduced themselves and indicated an interest in running for the Board: JF Carter Neubieser, Kristina Sweet, Katera Hopkins, Diane Drake, Bob Wolf, Matt Mulligan, Sam Werbel, Caitlin Waddick, Juliet Moran and Ben Cadwallader.

Patrick Kearney, who works in the produce department in the South End Store, and also serves as a union negotiator, shared that he had submitted a request to be placed on the agenda. However, it appeared that the request had not received a response in time for this meeting. Patrick read a formal letter to the Board of Directors. The letter formally requested that the welfare of Cooperative employees be incorporated into the Global Ends.

Patrick Brown spoke about the importance of diversity and the lack of diversity on the Board. Patrick requested the Board appoint the fourth open Board position versus an elected position and use this to build the diversity on the Board. Patrick regretted to share that they were unable to run for the Board this cycle, however, would be interested in running in the future.

### Review Member Meeting Agenda

John presented the drafted Member meeting agenda to the Board.

The Board asked clarifying questions and shared observations. Board candidate videos will be played during the meeting for candidates who are unable to attend and those who prefer to record a video rather than speak at the meeting. Video lengths will be limited to the same time frame as a candidate speech. All videos will then be posted to the City Market website, after the meeting.

The Board reviewed the rolls/jobs available and signed up: Welcome – Eric Boehm, introducing Board candidates – Julia Curry, Don Schramm Community Service Award - Jim Rudolph (unless another Board Member knows the recipient personally and would rather present it).

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to the South End Store exceeding expectation, IT security investment in systems improvements, increased job applications and hiring, a 10-year plan in capital investments for the downtown store under development, and union contract negotiations currently underway.

The Board asked clarifying questions and shared observations. John is continuing to meet with City officials to wrap up conversations regarding the South End Store closure. John also highlighted recent important pronoun training recently delivered to Co-op staff.

#### B4: Financial Condition

John presented the B4 report to the Board.

Michael reminded the Board to hold questions specific to financial metrics until executive session.

The Board asked clarifying questions and shared observations.

The Board accepted the report as demonstrating compliance with the policy, with the exception of B4.5. B4.5 is an ongoing area of non-compliance, but the Board acknowledges that work is being done.

The Board requested the GM incorporate an update on specific efforts around bringing out-of-compliance items under compliance into the formal report, moving forward. John agreed to incorporate this into future reports, when and where non-compliance is noted.

#### B2: Budgeting and Financial Planning

John presented the B2 report to the Board.

The Board asked clarifying questions and shared observations. The Board discussed differences in language between “conservative financial projections” and “realistic financial projections.” John shared he approaches the two terms as synonymous, and the Board accepted John’s interpretation of the language.

The Board accepted the report as demonstrating compliance with the policy including the agreed conditions outlined in two sections of B2.1 (page 3 – the non-compliance with Mascoma covenants and the respective overrides to maintain compliance) in the interpretation of the policy. The Board accepted the report as written.

#### FY20-22 Business Plan

John proposed the business plan be moved to executive session. He initially intended the report remain confidential and be reviewed and addressed in executive session.

The Board moved “FY20-22 Business Plan” into executive session.

#### Check-in on Filling the Open Board Seat

Prior to this meeting, the Board had approved adding the open Board seat to the general election in light of the nearness to the set general election, and in support of democratic process inherent in cooperative values.

The decision was made via remote discussion and a final Board vote, and it has been publicly announced. The meeting space was provided to reaffirm the Board decision to add the fourth seat to the general election, and to provide room for feedback on the process leading to the final vote.

The Board shared their continued mission toward increasing diversity on the Board and shared the targeted mission of the Board Perpetuation Committee to work toward increasing board diversity. The Board thanked Patrick Brown for attending and sharing their thoughts and commented on the importance to continue to engage in discussions with Membership beyond the space of the Board meeting.

The Board decided, in light of the timing of the vacancy of the departing Board Member, to open the fourth seat with the election so that the candidate who receives the fourth-most votes will fill the interim position on the board.

### **Open Board Time**

Board Members shared life and local developments.

Leah shared her appreciation to engage in the Board candidate sessions and opportunity to interact with and support prospective candidates.

Charles shared about a recent VT Digger article regarding the Champlain Connector.

The Board shared their appreciation to the IT and web team for the well-developed online Member access portal. Liz presented briefly on the Member access portal and feedback; City Market has had just a little over 750 Members access the tool. The team hopes to launch a second wave within the next month.

The Board decided to move the half-time stretch to occur between open Board meeting and executive session, as transition time.

The Board took time to share their appreciation to Charles for his service on the Board, and wished him the best of luck on his future endeavors and California adventures. The Board presented a gift to Charles as a token of their appreciation.

Charles shared his love and appreciation to his “Co-op family”, for all he’s learned and gained from everyone. He is sad to leave, but knows the co-op is in good hands.

### **Future Planning**

#### Open Member Time Response

Michael reminded Members in attendance that Allison and Leah serve as primary contact person for Members and invited individuals to connect.

Eric addressed Patrick Kearney’s request to consider adding worker welfare to the Global Ends. The Board added this to the list of items to discuss at a future planning meeting.

Eric thanked Patrick Brown for attending and sharing. He shared the Board’s past reflections on diversity and future dedication to further expanding board diversity, including but not limited to the development of the Board Perpetuation Committee. He revisited the decision process regarding the decision to move the open seat into the general election process. He acknowledged Patrick’s valuable input.

### Review Board Calendar

The Board reviewed the calendar.

CE Pugh, CEO of NCG, is scheduled to come to Vermont in September and will be spending time with the staff at City Market. John reminded Board Members about the planned September 25<sup>th</sup> lunch between the Co-op's Board and CE Pugh where representatives from other co-ops were also invited to attend. Hunger Mountain Co-op and Middlebury Co-op both expressed an interest with attending and John encouraged all of our Board Members to attend.

### **Wrap Up**

The Board shared general appreciation for thoughtful engagement in the meeting content and for staying on point with topics, resulting in a very efficient and effective meeting.

### **Executive Session**

The Board moved into Executive Session at 7:40 PM to review B4 financial statements, choose this year's Don Schramm Award Winner, receive an update on union negotiations, receive an update on unclaimed assets, and review the FY20-22 Business Plan.

The Board came out of Executive Session at 9:16 PM.

### **Adjourn**

The Board adjourned at 9:16 PM.

### **Action Items**

**Julia** will incorporate a hyperlink to the policy register in the Board job description draft to provide context for applicants.

**Eric** will add workers' welfare to a future planning meeting and the parking lot.

**Eric & Faye** will share Patrick Kearney's letter with the Board and check on where the agenda item request fell through (administrative process check).

**Faye** will follow-up directly with Patrick Kearney regarding the timeline and outcomes of the Board's discussion regarding his formal request to add workers' welfare to the Global Ends.

**Eric & Faye** will put together an overview of the decision process regarding the open fourth Board Member seat and will share that with Patrick Brown.