

Onion River Co-op/City Market

Board of Directors Meeting

Remote Zoom Conference*

March 28, 2022

Board Attendance:

Eric Boehm (he/him), Board Member

John Davidowitz (he/him), Board Member

Meaghan Diffenderfer (she/her), Board Member, Secretary

Allison Fiore (she/her), Board Member

Joanna Grossman (she/her), Board Member, Vice President

Rubin Jennings (he/him), Board Member

Jody Landon (she/her), Board Member, Treasurer

Kristina Sweet (she/her), Board Member, President

Myle Truong (she/her), Board Member

Absent:

None.

Also in attendance:

Michael Healy (he/him), Member, Board Meeting Facilitator

Kiersten Tavares (she/her), Member, Board Minutes-Taker

John Tashiro (he/him), General Manager

Patrick Tracy (he/him), Membership Manager

Madelyn Cataford, Director of Finance & IT

Matt Butterly (he/him), Assistant Director of Operations South End

Trish Redalieu, Director of People and Culture

Mae Quilty (she/her), Assistant Director of Community Engagement

Carly Sehr (she/her), Communications and Media Manager

Todd Taylor (he/him), Branding Manager

Tim Shaw, IT Manager & Application Development

Adam Ploof, IT Specialist & Application Programmer

Serrill Flash, Member

Kerin Stackpole, Legal Counsel

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

Preliminaries

Review Agenda

The Board reviewed the agenda, and the agenda was approved as written.

Review Minutes

The Board reviewed the meeting minutes from the February 21, 2022 meeting, and the meeting minutes were accepted as written with nine supporting votes, no abstentions, and no dissenting votes.

Review Action Items

The Board reviewed the Action Items list, and two items were removed (all items listed).

Open Member Time

Serrill shared he has observed products available in the South End Store that are not available in the Downtown Store (some types of peanuts were provided as an example), and shared he has found himself having to initiate the Rally for Change at check out more often than he used to; he would like to see checkout folks asking customers whether they would like to round up at checkout.

Kiersten provided a brief update on Full Barrel Cooperative Brewery & Taproom, a cooperative that incorporated back in 2015. Kiersten is a member of Full Barrel. Full Barrel began selling beer to the public in the past month and is planning their first Beer Garden event on April 15th, 5:30pm – 9pm, at 12-22 North Street.

Board Perpetuation Committee Update

Meaghan provided a brief update on the work of the Board Perpetuation Committee. First meeting occurred on March 20, and it went really well.

Community Service Award Committee Member Recruitment

Kristina provided a brief update on the Community Service Award Committee, and Kristina invited any additional Board Members to share any interest in engaging in the Committee's work now, through June 2022. The Policy says the Board gives a Community Service Award, which is currently called the Don Schramm Award.

The Board asked clarifying questions.

John D. and Myle volunteered to take the lead on the Committee.

Board Vice-President Election

Kristina invited individuals to share any interested in the Board Vice President position. Rubin shared interest.

The Board voted to appoint Rubin as the Board Vice President with nine supporting votes, no abstentions, and no dissenting votes.

GM Reporting

Monthly GM Update

John T. provided a quick overview of his Monthly GM Update report. John T. invited Matt Butterly, Assistant Director of Operations South End, to provide an update on the South End store. Matt shared updates including but not limited to a recent produce reset to align products and processes with the Downtown, new floor installations, and on-boarding the produce team to new procedures and layouts.

John T. also invited Mae to share a report on last Friday's Co-op Seedling Grant Program Award Ceremony, which was held in-person. Mae shared the event was successful, and she appreciated being able to host the first in-person event in a little over two years.

The Board asked clarifying questions and shared personal observations.

B7: Customer Service & Value

John T. presented B7: Customer Service & Value to the Board. John T. highlighted the ability to provide more detailed and in-depth information thanks to the work of those on the leadership team, who helped rollout the electronic customer service feedback system, also known as the NCG CX Program.

John T. invited Mae to provide further information on the NCG CX Program and the resulting data, and to field questions from the Board. Mae shared a number of benefits of the data produced from the program, including longitudinal data, the ability to assign sentiment to comments, and more.

The Board asked clarifying questions and shared personal observations.

The Board found the definitions and interpretations reasonable, there was enough data, and the data demonstrated compliance, except where noted (D7.2 – Customer Transactions). The Board approved the report as demonstrating compliance with the policy, except where noted (D7.2 – Customer Transactions), with nine supporting votes, no abstentions, and no dissenting votes.

Gallagher, Flynn & Company - ORC auditors for FY22 financials

John T. provided a brief update regarding the auditing partnership and process, and invited Madelyn to provide additional context. Madelyn shared more information regarding the Gallagher, Flynn & Company change in partner and audit manager for the FY21 financials audit process. Madelyn made the recommendation for the Board continue with Gallagher and Flynn for another year while the Cooperative navigated an unprecedented level of changes and updates, including a change in the financial management software. Madelyn estimated the Board has been with Gallagher, Flynn & Company for about ten years.

The Board shared personal observations and asked clarifying questions.

John T. and Madelyn requested the Board approve one more year with the same firm before putting forward an RFP, in light of the demands made of the leadership team over the past two years, to provide the leadership time for "some room to breathe."

Eric shared ten years is a long time to stay with the same firm, and proposed putting out an RFP, recognizing Gallagher, Flynn & Company could be the selected firm, following the RFP; however, he honors and supports John T.'s request on behalf of his team to wait a year on returning to best practice.

The Board shared their appreciation for John T.'s transparency and candor, and supported John T. and Madelyn's proposal. The Board voted to approve Gallagher, Flynn & Company to serve as the auditing firm for FY22.

Update on the Co-op's New Website

John T. invited Mae, the CE Team and the IT Team to provide an update on the rollout of the new Co-op Website. Mae invited Carly and Adam to provide an overview of the Co-op's new website. Carly and Adam shared some highlights of the new site, which included but were not limited to improved accessibility features, simpler updating and maintenance procedures, sleeker presentation, responsive web design, and the ability to apply the Co-op's signature font. Adam shared a preview of the new site with the Board.

The Board shared personal observations and asked clarifying questions.

Board Photo

John T. invited Mae to lead the Board in capturing a group photo.

~ Half-time Stretch ~

Joanna left the meeting during the Half-Time Stretch.

Board Training and Education Updates

John T. asked Board Members to share any interest in attending the CCMA virtual event. Kristina and Rubin are approved to attend CCMA in person, in Sioux Falls. John T. extended the opportunity for Board Members to indicate interest in attending virtually during the meeting. No additional Board Members indicated interested in attending the virtual conference.

Kristina enjoyed attending the NFCA conference, and the opportunity it allowed her to connect with other cooperatives from across the state.

Myle shared recent training on the changes that the grocery business has undergone in comparison to cooperatives in recent years.

Allison attended the NOFA conference, and shared struggling with the online platform while attempting to attend sessions at work. The sessions she was able to absorb were really wonderful.

Rubin shared his experience at the NFCA conference, including trainings on diversity. He shared appreciation for exploration of not just race, but also culture.

Patrick shared his own experience at the NFCA conference, in breakout rooms on food access and engaging with the community.

Board Self-Monitoring

D9: Board Terms of Office

Myle presented the D9: Board Terms of Office policy to the Board, shared personal observations, asked clarifying questions.

Myle found the Board in compliance with the policy.

Kristina noted a date discrepancy on the provided policy; Patrick and John T. will address the date discrepancy.

Open Board Time

The Board did not have items to share during Open Board Time.

Future Planning

Open Member Time Follow-up

Kristina thanked Serrill for his comments and shared appreciation for his dedication to the Co-op mission.

Review Calendar

The Board reviewed the Board Calendar. The Board noted that school spring break is the week of April 18th; the Board will continue to communicate regarding attendance in April as plans finalize.

May Board Retreat

Kristina thanked everyone for engaging in the doodle poll and helping confirm a time. The agenda will be sent out soon.

June Spring Splendor Social

John T. invited the Board to complete the Doodle Poll by this Friday. John T. invited the Board to meet at Oakledge Park and solicited support from the Board in food pickup on the way to the June Spring Splendor Social.

Wrap Up

Action Items

Kiersten presented 5 additional action items captured during the meeting.

Meeting Evaluation

Kristina thanked the Board for another excellent meeting.

Executive Session with GM

The Board moved into Executive Session with the GM at 8:02 PM. During Executive Session the Board reviewed the National Co-op Grocers (NCG) Risk Committee Memo, appointed a third member to the Board Perpetuation Committee, and met with Kerin Stackpole to review the Board's role in upcoming Union Negotiations. Meaghan recused herself at 8:30. The Executive Session with the GM concluded at 9:01 PM.

Adjourn

The Board thanked Kerin for her time and the meeting adjourned at 9:02 PM.

Action Items

March 2022

Kristina will follow-up with Myle & John D. to officially handoff the work of the Community Service Award Committee.

Rubin & Kristina will add “revisiting an RFP for the Co-op’s auditing firm for FY23 audit” to the workplan.

John T & Patrick will address the date discrepancy located within the D9 policy, which was provided to the Board, in the March Board Packet.

The Board will respond to John T’s Doodle Poll regarding the June Spring Splendor Social event no later than this Friday/April 1.

Kristina will send the Board the agenda for the May Spring Board Retreat.