

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

Board of Directors Meeting

Remote Zoom Conference\*

May 23, 2022

### **Board Attendance:**

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

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

Eric Boehm (he/him), Board Member

Allison Fiore (she/her), Board Member

Rubin Jennings (he/him), Board Member

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

Myle Truong (she/her), Board Member

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

### **Absent:**

John Davidowitz (he/him), Board Member

### **Also in attendance:**

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

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

John Tashiro (he/him), General Manager

Trish Redalieu, Director of People and Culture

Madelyn Cataford, Director of Finance & IT

Theodore Kovaleff, Assistant Director of IT

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

Patrick Tracy (he/him), Membership Manager

Serrill Flash, Member

A quorum was established, and the meeting started at 6:03 PM.

### **Preliminaries**

#### Review Agenda

Agenda was reviewed, the agenda was approved with the following update: Kristina Sweet will cover D1 for John D., and Kristina Sweet will call the Board into a special executive session at the beginning of the meeting.

### **Executive Session with GM**

The Board moved into Executive Session with the GM at 6:06 PM. The Executive Board Session with the GM concluded at 6:28 PM.

Joanna joined for the executive session.

#### Review Minutes

The Board reviewed the meeting minutes from April 18, 2022 meeting, and the meeting

minutes were accepted as written with seven supporting votes, no abstentions, and no dissenting votes.

#### Review Action Items

The Board reviewed the Action Item list. One item was removed, and one item was pushed to the June Board meeting.

#### **Open Member Time**

Serrill provided some constructive feedback on the meeting packet for the evening, including but not limited to his appreciation for the City Market as a Learning Organization and the section on policy governance, and a request to forego the use of “snail mail” in professional documents.

#### **Board Candidate Application**

John T. provided an overview of the Board Candidate Application and process, and he invited Mae to share recent updates. Mae presented new additions and invited the Board to ask questions.

The Board shared personal observations and asked clarifying questions.

#### **GM Reporting**

##### Monthly GM Update

John T. provided a quick overview of his Monthly GM Update report, highlighting the Board Application Process and preliminary planning for the Annual Member Meeting.

The Board shared personal observations and asked clarifying questions.

#### B4. Financial Condition

John presented the B4. Financial Condition report to the Board, and the Board did not have any questions.

The Board found the definitions and interpretations reasonable, there was enough data, and the data demonstrated compliance, except where noted (B.4.3). The Board approved the report as demonstrating compliance with the policy, except where noted (B.4.3), with seven supporting votes, no abstentions, and no dissenting votes.

#### B5. Communication and Counsel to the Board

John presented B5. Communication and Counsel to the Board.

The Board shared personal observations and asked clarifying questions.

The Board found the definitions and interpretations reasonable, there was enough data, and the data demonstrated compliance, except where noted (B.5.1 – in the Operational Definitions regarding the date of the business plan presentation being delayed due to COVID-19 pandemic impacts on the process). The Board approved the report as demonstrating compliance with the policy, except where noted (B.5.1), with seven supporting votes, no abstentions, and no dissenting votes.

### B10. Communication Support for the Board

John presented B10. Communication Support for the Board, and the Board did not have any questions.

The Board found the definitions and interpretations reasonable, there was enough data, and the data demonstrated compliance. The Board approved the report as demonstrating compliance with the policy, with seven supporting votes, no abstentions, and no dissenting votes.

### **Board Training and Education Updates, Report Out from Recent Events**

Kristina provided some personal training and education updates and invited fellow Board Members to also share recent learning experiences.

Kristina invited the Board to continue to take advantage of provided complementary training, resources, and templates as they serve on the Board.

### **May Retreat Debrief**

Michael invited Board members to reflect on their recent Board Retreat experience. The Board and Leadership Team members shared their appreciation for the breakout rooms, the desire to have more opportunities to simply get to know each other as people, and engagement in the content (i.e., review and discussion regarding financial re-forecast).

Michael shared appreciation for all the Board and Leadership Team are doing for the Coop.

*~ Half-time Stretch ~*

### **Board Self-Monitoring**

#### D1: Governing Style

Kristina presented the D1: Governing Style to the Board, shared personal observations, and asked clarifying questions.

Kristina shared she reviewed the policy against the CBLD template and observed a few components the Board could consider incorporating, including potentially adding more specificity around justice, equity, diversity, and inclusion. Kristina also asked the Board to provide feedback on the policy, whether it accurately reflects the Board's governing style.

Kristina found the Board in compliance with the policy.

#### C2. General Manager Job Contribution

The Board reviewed D2: General Manager Job Contribution during the meeting. Board members shared personal observations. The Board found they are in compliance with the policy.

### **Overview of GM Annual Review Process, Recruit Participants**

Kristina provided an overview of the GM Annual Review Process, and her personal experience engaging with the process.

The Board asked clarifying questions.

The process will begin in June, with feedback presented to John T. in August.

Kristina recruited Board members to participate in the 2022 GM Annual Review Process; Kristina, Rubin, and Jody volunteered to serve in this capacity.

### **Community Service Award Committee Proposal**

Myle presented her Community Service Award Committee Proposal to the Board.

The Board asked clarifying questions and shared personal observations.

John T. invited Mae to provide more information regarding the administration of the Award, including timeline and administrative limitations for the 2022 award season. The Leadership Team requested this proposal continue to develop and plan to address the 2023 award season, and the Board plan to move forward with “business as usual” for the most part the 2022 session.

Mae shared her team could possibly incorporate some of the following changes put forward in the proposal: change award name, the award amount, and adding a local gift from a City Market partner/local BIPOC business.

Mae and John T. noted that some proposal items require a careful review with the D.10 policy to move forward with some of the items (i.e., the voting process).

The Board, respectful and mindful of the work of the Leadership Team, voted to update the title of the Award to the “Community Service Award, presented in honor of Don Schramm”, with seven supporting votes, no abstentions, and no dissenting votes.

The Board, respectful and mindful of the work of the Leadership Team, voted to update the D.10 policy to expand eligibility to “~~members~~ individuals who show commitment” (emphasizing members and nonmembers, when advertising to the community), with seven supporting votes, no abstentions, and no dissenting votes.

### **Open Board Time**

Kristina shared she went to an event in Maine ([Wolfe’s Neck Center, in Freeport, Maine](#)), and she connected with a Communications Manager who is a UVM Alum who expressed their love and appreciation for City Market.

Jody shared appreciation for Mae and her team in building Co-op membership.

Allison shared an experience with a cashier who shared when Allison could return to the store for a Wellness discount.

### **Future Planning**

#### Open Member Time Follow-up

The Board shared their appreciation for Serrill’s thoughtful feedback. Kristina shared she also noted the “snail mail” reference and supports the use of “USPS” in the future.

### Review Calendar

Meaghan will be absent in June. Allison will be absent in July.

Allison volunteered to review C3 in June. Meaghan volunteered to review D6, Rubin volunteered to review D5 (Committee Principles), and Jody volunteered to review D2 in July.

### June Spring Splendor Social

John T reminded folks it is at Oakledge Park, upper pavilion, June 15 starting at 5pm. Myle volunteered to pick-up the food from City Market. John T. will bring games.

Allison will be unable to attend.

### **Wrap Up**

#### Action Items

Kiersten presented two additional action items captured during the May meeting. One action item will also carry forward from the April meeting.

#### Meeting Evaluation

No evaluative feedback provided.

### **Executive Session with GM**

The Board moved into a second Executive Session with the GM at 8:27 PM. The Executive Board Session with the GM concluded at 8:42 PM.

### **Adjourn**

The meeting adjourned at 8:42 PM.

### **Action Items**

#### May 2022

**Kristina** will draft revision of D10, incorporating the voted-upon changes, and submit it to Patrick to get into official approval workflow.

**Kristina** will draft a revision of D1: Governing Style to incorporate some of the suggested edits for improvement and will present it at the June meeting.

#### April 2022

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