

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

Board of Directors Meeting

Remote Zoom Conference\*

June 27, 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

Myle Truong (she/her), Board Member

### **Absent:**

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

Rubin Jennings (he/him), Board Member

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

### **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

Madelyn Cataford, Director of Finance & IT

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

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 as written with five supporting votes, no abstentions, and no dissenting votes.

#### Review Minutes

The Board reviewed the meeting minutes from May 23, 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, and three action items (all items to date) were removed.

Kristina shared appreciation for Patrick Tracy's contributions to the D10 revisions.

### **Open Member Time**

Serrill shared his ongoing appreciation for all of the great work from the City Market Board of Directors.

## **Committee Updates and Acknowledgements**

Kristina provided brief Committee updates. She shared appreciation for all of the work Myle put into the Community Service Award. Myle thanks Eric for his guidance and mentorship during the project.

Meaghan shared an update on the Board Perpetuation Committee; they are planning to meet in the coming weeks, working to assist and identify potential candidates for the current open seat.

## **Board Training and Education Updates**

Kristina shared an update on training she, Rubin, and Jody gathered as part of the recent CCMA conference. The conference provided quality networking opportunities, and they learned a lot about different Board structures and functions from all over the country.

John reiterated the continued professional development and training available with Columinate. He encourages Board members to continue to explore this excellent free resource available to them.

## **GM Reporting**

### Monthly GM Update

John presented the Monthly GM Update to the Board and highlighted that the Champlain Parkway Project is officially underway; phase 1 of construction has begun. Leadership is working with the City to ensure they are fully informed on construction status and how and when it will impact the South End Store.

John also shared union negotiations began in May and they have another meeting coming up. He shared appreciation for Mae's work on supporting the ongoing collaborative efforts during the negotiations. Leadership will be seeking ratification from the Board at the same time the Union will seek ratification from its members when it is time to ratify a contract.

The Board shared personal observations and asked clarifying questions.

### B9: Membership

John presented the B9. Membership report to the Board. John also gave credit to Mae for this report, sharing appreciation for her great work and that of her team.

Mae highlighted the increase in Membership and sales over the past year, and shared her appreciation for Patrick Tracy's contributions to the report.

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. The Board approved the report as demonstrating compliance with the policy with five supporting votes, no abstentions, and no dissenting votes.

### Annual Member Meeting & Board Elections Proposal

John presented the Annual Member Meeting & Board Elections Proposal to the Board, and invited Mae to present additional information. Mae shared lessons learned for improvements on this year's virtual meeting, to be delivered via Zoom platform again, this year; however, she highlighted plans are underway for an in-person celebration/in-person celebrations next year.

The Board shared personal observations and asked clarifying questions.

Myle shared the Member Meeting date is three days before her wedding, so she is not sure if she will be able to attend.

Mae also requested the Board host tabling again to promote the Board Elections, leading up to the Member Meeting. Krisina, Meaghan, Myle, and Allison expressed interest in working with Mae to schedule tabling sessions.

### **Auditor's Engagement Letter**

John presented the Auditor's [Standard] Engagement Letter to the Board and invited Madelyn to provide additional information. Madelyn highlighted a slight increase in price, which she also shared was not unexpected.

The Board asked clarifying questions.

### **Board Self-Monitoring**

#### C3: Monitoring Manager Performance

Allison presented C3: Monitoring Manager Performance to the Board, and she shared personal observations. Allison found the Board in compliance with the policy.

The Board shared personal observations and asked clarifying questions.

The Board approved the following updated language in the policy to capture clearer language: "The Board's annual evaluation of the General Manager, based on a summary of monitoring reports received during the fiscal year (July through June), will be completed no later than the end of September. As applicable, the Board will also make decisions concerning the employment contract no later than the end of September."

*~ Half-time Stretch ~*

### **Board Appointment Opportunity and a Process for Board Appointments**

Kristina introduced the topic on Board Appointment Opportunity. John Davidowitz resigned from the Board in May, shortly following the May meeting. Thus, the Board must reappoint an individual to the Board until the next election cycle. Kristina provided a brief overview of potential Board appointment procedures.

The Board first discussed whether they wanted to appoint someone to fill John D.'s seat, the process they would like to follow to appoint someone, and then who they would like to appoint.

The Board shared personal observations and asked clarifying questions.

Mae shared that Board applications for the upcoming election are due Monday, September 5<sup>th</sup>.

The Board supported appointing someone to fill the role. The Board plans to review past candidates and solicit nominations from community outreach partners. Discussions regarding specific candidates and organizations for outreach will be discussed in executive session.

Kristina shared the Board Perpetuation Committee could be an additional resource in the appointment process.

John also encouraged the Board to consider the timeline and the level of commitment required by a new appointee when exploring appointment procedures. John suggested the Board consider folks who have experience serving in capacities similar to the Board (i.e. members serving on committees, previous candidates, etc.).

### **Update to D1: Governing Style**

Kristina presented her D1: Governing Style policy update review and notes to the Board. This review occurred because, when comparing the current policy to the CBLD template, the Board noted that a call out to Diversity, Equity, and Inclusion (DEI) was missing, and moved to have it incorporated.

Kristina facilitated the development of the DEI section of the policy with the Board, and Kristina presented other components the CBLD template that were different and could inform an update to the D1 policy. The Board shared personal observations and asked clarifying questions. Kristina then facilitated working through each identified difference and proposed language to update the D1 policy together.

Kristina invited the Board to continue to review the document, proposing edits and submitting their thoughts via comment to help put together a final draft.

### **Update on Board Strategic Priorities**

Kristina presented her update on the FY 2023 Board Strategic Priorities to the Board, and she invited the Board to provide comments, questions, and edits.

The Board shared personal observations and asked clarifying questions.

### **Open Board Time**

Myle shared she continues is not asked whether she would like to round up for change when checking out, and suggested other ways to remind customers (i.e. a logo on the screen).

Kristina shared she received a photo album of different coops from across the country as part of CCMA, sent from the Food Coop Initiative.

John shared he is connecting with a number of General Managers from the Northeast to discuss business plans and management approaches.

Myle asked about sharing out content regarding the upcoming Member Meeting via social media. Mae invited the Board to follow City Market on social media platforms and to reshare content.

#### Spring Splendor Reflections

Kristina invited the Board to share personal reflections on the Spring Splendor event. She shared appreciation for all who contributed to the event, and that it was a lovely and valuable event.

#### Community Service Award

Kristina reminded folks to consider nominations for the Community Service Award.

#### **Future Planning**

##### Open Member Time Follow-up

No Member comment necessitating follow-up.

##### Review Calendar

Quorum is established for July meeting, but only just, so those committed to attend were reminded the importance of attending in July.

##### Board Candidate Orientation Sessions

Kristina thanked everyone who had volunteered for the orientation sessions thus far, and she asked if another date would be possible. August 16<sup>th</sup> still needs a Board member volunteer. Patrick or Michael will send participating Board members meeting access information in advance of their assigned meetings. Allison and Kristina shared they may be able to do the August 16<sup>th</sup> session.

##### Fall Board Retreat

John is still waiting for responses on availability for the Fall Board Retreat. He implored folks follow-up to support optimal attendance. Please follow-up no later than end-of-day, Wednesday, June 29<sup>th</sup>.

#### **Wrap Up**

##### Action Items

Kiersten presented three action items captured during the June meeting.

##### Meeting Evaluation

The Board did not have feedback regarding the meeting.

John shared appreciation to the Board for continuing to review documents and comment in advance of the meeting; this adds value to all of the work that goes into preparing the materials, and it is truly appreciated.

#### **Executive Session with GM**

The Board moved into Executive Session with the GM at 8:06 PM. The Executive Board discussed potential candidates to fill the vacant seat and began the General Manager review process. The Executive Board Session with the GM concluded at 9:07 PM.

## **Adjourn**

The meeting adjourned at 9:07 PM.

## **Action Items**

June 2022

**The Board** will respond to John's Doodle re: Fall Board Retreat no later than end-of-day, Wednesday, June 29<sup>th</sup>.

**The Board** will review D1 to provide edits and comments for Kristina's review and for Kristina to incorporate into the D1 Policy update.

**Kristina** will review and sign the Auditor Engagement Letter and return it to Madelyn.