

Onion River Co-op/City Market

Board of Directors Meeting

Remote Zoom Conference*

July 25, 2022

Board Attendance:

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

Rubin Jennings (he/him), Board Member

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

Myle Truong (she/her), Board Member

Absent:

Eric Boehm (he/him), Board Member

Allison Fiore (she/her), Board Member

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

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

Patrick Tracy (he/him), Membership Manager

Serrill Flash, Member

Meaghan Diffenderfer (she/her), Member (resigning from her position at the cooperative, and per policy, must step down from the Board)

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

Preliminaries

Review Agenda

Agenda was reviewed, the agenda was approved as written with four supporting votes, no abstentions, and no dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from June 27, 2022 meeting, and the meeting minutes were accepted with the following changes:

- Second sentence under Board Appointment Opportunity: "... the Board ~~must~~ **may** appoint..."
- Auditors Engagement Letter, second sentence, "...Madelyn highlighted an ~~slight~~ increase in price..."

with four 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.

Open Member Time

No Member comment.

Board Training and Education Updates

Jody attended the CCMA conference virtually and attended four of the workshops; she participated in a lot of different topics, including but limited to Diversity, Equity, and Inclusion (DEI), building Board-GM relationships, Board function. The DEI workshop was her favorite; she found it the most valuable. Jody's greatest takeaway was that we are already doing a very good job and should be proud; often, when something was recommended, the Cooperative and the Board is already implementing it. Jody also provided notes and takeaways from the sessions she attended.

Jody shared she particularly liked the idea presented during the DEI session regarding highlighting BIPOC businesses. John shared work is being done to pull something like this together at the Co-op. Michael also recommended Board members check out the website for the Weaver Street Cooperative, in North Carolina; they have a really interesting website that highlights their BIPOC vendors.

John reminded Board members to take advantage of free CBLD trainings and resources available for free via Columinate.

GM Reporting

Monthly GM Update

John provided an update to the Board. Highlights included but were not limited to agreeing on a contract with the staff union and appreciation for the negotiation process. John shared the contract was ratified and in place as of July 01, 2022.

John also shared City Market has a list of Black-owned vendor partners, which were highlighted as part of the annual Juneteenth celebration.

John invite Mae to share updates on the election process and the opportunity for Board members to table. Mae thanked Myle for signing up to table for the elections, and she invited others to reach out should they wish to host a tabling time as well.

John highlighted great work throughout the past years between management and union staff to work closely together, including the recent contract, the safety committee, regular meetings between the union Executive Board and Coop management, and general great workings with management and the staff – continued good will and collaborative work.

John also briefly updated the Board on the Champlain Parkway project. He encouraged Board members to review the Champlain Parkway website (champlainparkway.com) to be informed on the timeline and project plan. John is working closely with management, staff, customers, and the city to ensure everyone stays well informed on the project process.

The Board shared personal observations and asked clarifying questions.

B1: Staff Treatment, Compensation and Benefits

John presented B1: Staff Treatment, Compensation and Benefits to the Board. John shared that theft continues to be a challenge for both stores, as was reflected in the report. This includes product thefts along with bike thefts and break-ins in the parking lots. The Safety Team continues to work hard to mitigate the issues as much as possible, including increased supervision of the spaces and installing security cameras.

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 four supporting votes, no abstentions, and no dissenting votes.

Memo & National Co-op Grocers (NCG) Membership Agreement review

John provided a brief overview of the National Co-Op Grocers (NCG) and presented the memo and Membership agreement to the Board. With our Membership, NCG provides support services for distributor market price negotiations, marketing, Membership, customer experience programming, and more.

The current agreement remains valid (no changes since last signing). However, John aims to keep the Board informed on the agreement in place.

The Board did not have commentary or questions regarding the agreement. They will revisit the topic during executive session.

Board Self-Monitoring

D2: The Board's Job

Jody presented D2: The Board's Job, and she shared personal observations. Jody found the Board in compliance with the policy.

The Board shared personal observations and asked clarifying questions.

Jody proposed emphasizing Diversity, Equity, and Inclusion (DEI) in part of the policy, and she shared language she drafted to be incorporated into the policy. Michael also invited the Board to revisit the CBLD templates, which were updated last year, mindfully incorporating DEI language where possible. Rubin highlighted the importance of action, more than words. Myle shared the Board could pair the language update with action commitments, reflecting on a certain level of needed privilege to serve on a Board.

Kristina highlighted how changes and language is currently incorporating language on DEI. At present, the Board will not update the language, but place this in the Parking Lot and continue to explore opportunities to incorporate DEI-supportive practices and language in their work.

D5: Committee Principles

Rubin presented D5: Committee Principles the Board. The Board shared personal observations and found the they are in compliance with the policy.

D6: Board Meeting

Kristina presented D6: Board Meeting, and she shared personal observations. Kristina found the Board in compliance with the policy.

The Board shared personal observations and asked clarifying questions.

Kristina observed the policy sections were not numbered, but is bulleted, which is inconsistent with other policy formatting and might make referencing sections of the policy more challenging. The Board voted to update the policy formatting to align with other policies with four supporting votes, no abstentions, and no dissenting votes.

Fall Retreat Plan and Agenda

Kristina presented an overview on the Fall Retreat and Agenda and recognized some Board Members might not be able to attend the fall Board retreat. The retreat will be on Saturday/October 22nd. Kristina asked the Board to consider discussion topics for the retreat, and she provided some examples of potential topics. John also shared additional context for some of the potential discussion topics provided.

The Board shared personal observations and asked clarifying questions. Board Members shared interest in the elitist label and “the elevator pitch” on addressing this stereotype and the multi-year business plan discussion topics.

~ Half-time Stretch ~

Board Appointment Process Update

Kristina provided updates regarding the Board appointment process to fill the current empty seat on the Board, including an update on two recently-interviewed candidates. Further discussion will occur in executive session.

Kristina also provided an update regarding another recent opening on the Board since the last meeting and discussed options for moving forward. The elections are currently running for three open seats, and in light of the circumstances, there could now potentially be four. The Board discussed the options to appoint to fill the vacancy by appointment (for which the term of the position is currently through the end of the 2023 calendar year), or add it to the election, which is currently underway/in process.

The Board shared personal observations and asked clarifying questions.

The Board agreed on the interpretation of the bylaws to appoint someone through the next election process, which is the 2023 election. This meant that the appointed person would be in the position through the end of the 2023 calendar year. Thus, the Board agreed not to add a fourth seat to the current election, which is already underway.

Kristina asked for a volunteer to serve as secretary this month, since the appointed secretary needed to resign from the Board. Rubin volunteered to cover secretary duties.

Update to D1: Governing Style

Kristina presented the D1: Governing Style updates to the Board.

The Board voted to approve the presented language as the new D1 policy with four supporting votes, no abstentions, and no dissenting votes.

Draft FY 2023 Board Work Plan

Kristina and Rubin presented the Drafted FY 2023 Board Work Plan, which states the strategic priority areas month by month. Kristina would like to discuss how to incorporate the strategic priority areas into the work plan, establishing how they will put it into practice over the course of the year.

Kristina invited comments on the current workplan overall, but Kristina would like to move the discussion regarding incorporating the strategic priorities into the August Board Meeting agenda.

The Board did not have any additional comments.

John noted the FY22 audit in December was missing from FY 2023 Board Work Plan and will need to be incorporated.

Open Board Time

Kristina shared her condolences for a fellow member's loss.

Rubin shared appreciation to the Board for everyone's ongoing outreach and support.

Future Planning

Open Member Time Follow-up

No comment needing response. Kristina shared appreciation for Serrill and Meaghan's presence during the meeting.

Review Calendar

No calendar updates.

Board Candidate Orientation Sessions and Tabling Opportunities

Kristina reviewed upcoming Board Candidate orientation sessions and scheduled Board member hosts.

Kristina re-invited members to follow-up with Mae if they are able and willing to table.

Wrap Up

Action Items

Kiersten presented three action items captured during the June meeting.

Meeting Evaluation

John shared appreciation for the Board's ongoing engagement through the busy summer months, especially to Kristina who continues to meet on short notice and go above and beyond her role serving the Co-op.

Executive Session with GM

The Board moved into a second Executive Session with the GM at 8:15 PM. The Executive Board Session with the GM concluded at 8:47 PM.

Adjourn

The meeting adjourned at 8:48 PM.

Action Items

July 2022

Kristina will add discussion on incorporating strategic priorities into the Draft FY 2023 Board Work Plan into the August BOD agenda.

Kristina will submit the new D1 policy to Patrick to ensure it is added to the Policy register.

Kristina will update the D6: Board Meeting policy formatting to align with other policies.

Rubin will add reviewing the "D2: The Board's Job" policy to the Parking Lot to explore how DEI can be supported in the policy language and function.

The Board will review the Champlain Parkway webpage to get a sense of timeline and project plan.

The Board will review Mae's email regarding Board tabling and consider signing up to host a tabling time. Email Mae if you are able and interested.

John T will send the Board information of Black-owned vendor partners.

June 2022

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