

Onion River Co-op/City Market

Board of Directors Meeting

Remote Zoom Conference*

August 29, 2022

Board Attendance:

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

Rubin Jennings (he/him), Board Member, Vice President & Interim Secretary

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

Eric Boehm (he/him), Board Member

Allison Fiore (she/her), Board Member

Joanna Grossman (she/her), Board Member

Sam Werbel, Board Member

Absent:

Myle Truong (she/her), 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

Madelyn Cataford, Director of Finance & IT

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

Simon Bird, Member

Ruth DeGrace, Member

Lynn Eisenbrey, Member

Mitchell (Mitch) Manacek (he/him)

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

Preliminaries

Review Agenda

Agenda was reviewed and approved as written with five supporting votes, one abstention, and no dissenting votes.

Review Minutes

Rubin joined the meeting during the review of the minutes.

The Board reviewed the meeting minutes from July 25, 2022 meeting, and the meeting minutes were accepted with the following changes:

- Joanna was listed as Board vice-president, and Rubin is now the Board vice-president
- Under board self-monitoring, updating it to read "... how changes in language reflecting the Board's commitment to diversity, equity, and inclusion are currently being incorporated into the D1 policy."

with seven supporting votes, no abstentions, and no dissenting votes.

Review Action Items

Open Member Time

Michael provided a brief overview of meeting structure and process, and then the Board and Board support staff introduced themselves to meeting attendees.

Simon shared intention to run for a position on the Board.

Lynn shared appreciation to be present at the meeting and to observe.

Mitch shared intention to run for a position on the Board.

Ruth shared she is sitting in on the meeting to observe and learn, and she is also considering running for the Board.

Welcome and Introductions

Kristina welcomed Sam Werbel to the Board of Directors, as the newest member, and invited other Board members to introduce themselves to Sam. Board Members and Board support staff introduced themselves and welcome Sam to the Board of Directors.

Sam shared appreciation for the warm welcome and introduced himself to the Board.

Board Perpetuation Committee Overview and Update

Jody provided an overview and update on the Board Perpetuation Committee. The Committee met last week. The Committee is currently working to build capacity and structure, preparing to engage in next year's election recruitment process.

The Board shared personal observations and asked clarifying questions.

GM Reporting

Monthly GM Update

John presented the Monthly GM Update to the Board. Highlights included but were not limited to announcing the start of the financial year and start of the new Union contract, improved staffing levels across both stores, sales exceeding budget predictions, and increased traffic and sales in the downtown store.

The Board shared personal observations and asked clarifying questions.

John invited Mae to speak. Mae is leaving her role with the Coop, and the Board shared words of deep appreciation for all she has done in her service to the Coop and the community.

John also shared Patrick is leaving the Coop.

B4: Financial Condition Report

John presented B4: Financial Condition Report to the Board. John shared appreciation for Madelyn and her team's incredible work pulling the report together. He also noted B4.3 – Sales Gross noncompliance noted in the report, and he invited Madelyn to provide additional information. Madelyn shared the noncompliance was not a surprise, and she and her team have been monitoring it closely.

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, except where noted, with seven supporting votes, no abstentions, and no dissenting votes.

Draft Member Meeting Agenda

John presented the drafted Member Meeting Agenda to the Board and invited Mae to provide additional information on the meeting structure. The meeting delivery was adjusted slightly, especially in light of Mae and Patrick transition out of their roles. The event will be hosted on Zoom and shorter considering the staffing transitions and to limit additional Zoom fatigue for the Members. Live chat will be enabled to further engage folks during this live event.

The Board shared personal observations and asked clarifying questions.

The Cooperative is approaching a 50th anniversary in 2023, so the team is already working on plans for an in-person Member Meeting next year.

~ Half-time Stretch ~

Fall Retreat Agenda and Social Event

Kristina presented the agenda proposed for the fall retreat, which is scheduled for Saturday, October 22, 9am-2pm, at the South End's Community Room. This year, the Board will host focused discussions on Financial Stewardship and Member/Community Engagement (Board Pre-Work: "addressing the elitest label" elevator pitches).

John presented proposal for a post-retreat social as well." He suggested Burlington Beer Company as a post-social location, given its convenient location to the South End Store.

The Board shared personal observations and asked clarifying questions.

Board Appointment Process Update

Kristina provided an update regarding Board membership. The Board currently has one open seat. The Board discussed the appointment process during open meeting time, and then planned to have discussions regarding specific potential appointments during executive session.

Open Board Time

Joanna shared joy re-engaging with the Board and her deep appreciation for all the work her fellow Board members put in over the challenging past year.

Kristina pitched upcoming Board training and events [via the Cooperative Board Development Program, presented by Columinate](#). All Board Members can enroll individually and for free with those trainings that are included as part of the CBLD program. Michael is available to support folks if anyone runs into any challenges connecting with these trainings.

John shared the Community Engagement Team has a lot of upcoming events, while also going through some staffing transitions. He thanked Board Members for their patience and understanding during this time. Key events include the South End Store five-year anniversary, Fall Membership drive, Board Elections and the Annual Member Meeting, all while approaching the holidays.

Kristina shared the [International Conference on Agritourism](#) is coming to Vermont this year.

Future Planning

Open Member Time Follow-up

Kristina shared appreciation for all who attended and engaged. She invited anyone to reach out to her or anyone else on the Board, should they have any questions.

Review Calendar

Michael presented the calendar to the Board and called for policy reviewers. Allison and Jody signed up for a policy review in October. Joanna signed up for both November policy reviews. Eric signed up to review Board Perpetuation in December.

Kristina highlighted the impacts of the holidays to the Board calendar during the fall season. While the Board Meetings typically occur during the fourth Monday of the month, they are adjusted due to some of the holidays.

Michael and John will be calling in from the NCG meeting in Minneapolis next month.

Wrap Up

Action Items

Kiersten presented no action items were captured during the August meeting.

Meeting Evaluation

Jody shared her joy to have Joanna back, sharing her appreciation for the lovely energy Joanna brings to the group.

Executive Session with GM

The Board moved into Executive Session with the GM at 7:33 PM. The Executive Board Session with the GM concluded at 9:13 PM

Adjourn

The meeting adjourned at 9:14 PM

Action Items

August 2022

No action items presented during the open part of the meeting.