

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

Board of Directors Meeting

Remote Zoom Conference\*

September 19, 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 (arrived late)

Joanna Grossman (she/her), Board Member

Sam Werbel (he/him), Board Member

Myle Truong (she/her), Board Member

Meaghan Diffenderfer (she/her), Board Member

### **Absent: NA**

### **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 (she/her), Director of Finance & IT

Trish Redalieu (she/her), Director of People & Culture

Lauren Jones (she/her), Membership Manager

Carrie Putscher (she/her), Assistant Outreach & Education Manager

Serrill Flash, Member

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

### **Preliminaries**

#### Welcome and Introductions

Board and Board support staff and volunteers introduced themselves to the group.

#### Review Agenda

Agenda was reviewed and approved as written with eight supporting votes, no abstentions, and no dissenting votes.

#### Review Minutes

The Board reviewed the meeting minutes from August 29, 2022 meeting, and the meeting minutes were accepted with the following change/update:

- Update “The Executive Board Session with the GM concluded at 8:07 PM... The meeting adjourned at 8:08 PM.” to “The Executive Board Session with the GM concluded at 9:13 PM... The meeting adjourned at 9:14 PM.”

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

### Review Action Items

No action items to review.

### **Open Member Time**

Serrill introduced himself to the Board (a Member for decades). He shared his appreciation for the thorough meeting packet and highlighted the joy in seeing the evolution of the Seedling Grants over the years. Serrill sincerely enjoyed, admired, and appreciated reading the submissions for the Seedling Grants.

### **Co-Op Seedling Grants**

John introduced the Seedling Grants item and invited Carrie to present an overview of the 2022 process, and she presented the final Co-op Seedling Grants Review Committee's final recommendations to the Board.

The Board shared personal observations and asked clarifying questions.

*Allison Fiore joined the meeting during the Co-op Seedling Grants review.*

The Board voted to approve the final recommendations put forward by the Review Committee for 2022 Co-op Seedling Grants funding, with nine supporting votes, no abstentions, and no dissenting votes.

### **Board Perpetuation Committee Overview and Update**

Meaghan presented an update on the work of the Board Perpetuation Committee. The Committee is currently developing a survey to issue to past and current Board members, to go out during the first quarter of next year.

The Board shared their appreciation for the Committee's ongoing work.

### **Board Education and Training**

Kristina shared a few [upcoming CBLD events](#) with the Board and invited the Board to continue to engage in free training. While Co-op Cafes are not included in the subscription, Board members can request funding to attend Co-op Cafes, if interested.

### **GM Reporting**

#### Monthly GM Update

John presented his Monthly General Manager (GM) Update to the Board. Highlights included but were not limited to leadership and team transitions underway and continued solid sales as tourism continues to return to Burlington.

John invited Trish to present on the staff Wellness Adventure Program. Trish provided updates including a Long Trail Theme and very successful annual walk event. Local items were given away as prizes/incentives. The Program focuses on physical health and wellbeing, mental health

and wellbeing, and staying on top of annual wellness support appointments and meetings. Trish also shared they hired a lovely new P&C employee after a very long recruitment period: Leah Ryan, P&C's new HR Business Partner.

John invited Carrie to share an update on Outreach & Education. Carrie shared the joy of returning to in-person outdoor classes this past summer and educational tablings at the Intervale. Carrie continues to build community partnership to help Members engage with diverse community partners and experiences.

John invited Madelyn to provide an IT update. Madelyn highlighted recent IT projects including an exciting transition to NetSuite this week, updating equipment across both stores, a long-awaited migration of the file server into SharePoint/Microsoft Cloud, and a re-org of the MS Teams platform to include updated profile photos for all employees. John also shared a lot of further development on cybersecurity training with the IT Team and the broader organization.

The Board shared personal observations and asked clarifying questions.

John added further information on recent successful staff appreciation events including a family night at the local baseball stadium, and he provided additional information regarding the Champlain Parkway connector-related construction projects. John and his teams are closely monitoring the 2.5yr connector construction timeline, maintaining regular communications with the City, and supporting ongoing timely and accurate communications with staff and the larger Burlington Community.

#### B2: Budgeting and Financial Planning

John presented the B2: Budgeting and Financial Planning to the Board, and he shared one noted item in noncompliance: B2.3, which is specifically related to sales performance.

The Board did not have additional comments or questions regarding the report.

The Board found the definitions and interpretations reasonable, there was enough data, and the data demonstrated compliance, except where noted (B2.3). The Board approved the report as demonstrating compliance with the policy, except where noted, with nine supporting votes, no abstentions, and no dissenting votes.

The Board did not request additional action on the noted noncompliance, highlighting the planned retreat focused on Financial Condition.

#### B11: Subsidiary Business

John presented B11: Subsidiary Business to the Board. No new businesses have opened since the last review.

The Board did not have additional comments or questions regarding the report.

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

### **Member Meeting Agenda and Board Candidates:**

John presented the Member Meeting Agenda to the Board, highlighting that nothing had changed from what was presented at last month's Board meeting other than that it is no longer considered a draft. He also presented the final Board Candidate mailer to the Board as it would be mailed to Member shortly.

The Board shared personal observations and asked clarifying questions.

*~ Half-time Stretch ~*

### **Election of Board Secretary**

Kristina provided an overview of the Board Secretary position and its status.

Meaghan shared interest in stepping into the role of Board Secretary.

The Board voted to appoint Meaghan Board Secretary with nine supporting votes, no abstentions, and no dissenting votes.

### **Fall Retreat Agenda**

Kristina presented the updated Agenda for the upcoming Fall October Board Retreat.

The Board shared appreciation for the thoughtful agenda structure including the guidelines for developing an elevator speech.

### **Open Board Time**

Joanna reiterated the need to receive content more in advance and especially when there is a significant level of pre-reading material.

Kristina will miss the November meeting (on vacation).

Eric is cycling off the Board this year; he only has three more meetings with the Board. He will miss it.

### **Future Planning**

#### Open Member Time Follow-up

No member comment requiring follow-up.

#### Review Calendar

No new additions to the calendar. Joanna flagged a needed edit on the Board retreat timing; John and Lauren will ensure the calendar accurately reflects the Board retreat.

### **Wrap Up**

### Action Items

Kiersten presented one action item to the Board.

### Meeting Evaluation

The Board shared appreciation for meeting efficiency and effectiveness.

### **Executive Session with GM**

The Board moved into Executive Session with the GM and Madelyn [anyone else – wasn't shared in the main meeting] at 7:34 PM. The board reviewed the business plan, and finished their annual review of the General Manager. The Executive Board Session with the GM concluded at 8:35PM

### **Adjourn**

The meeting adjourned at 8:36 PM

### **Action Items**

#### September 2022

**John & Lauren** will update the Board calendar to accurately reflect the Board retreat.