

Onion River Co-op/City Market

Board of Directors Meeting

Remote Zoom Conference*

October 24, 2022

Board Attendance:

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

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

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

Eric Boehm (he/him), Board Member

Allison Fiore (she/her), Board Member (*arrived late, arrival noted in minutes*)

Joanna Grossman (she/her), Board Member

Sam Werbel (he/him), Board Member

Myle Truong (she/her), Board Member

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

Absent:

None

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

Lauren Jones (she/her), Membership Manager

Preliminaries

A quorum was established, and the meeting started at 6:00 PM.

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 September 19, 2022 meeting, and the meeting minutes were accepted with the following change/update:

- Typo located on Page 6 "... level or pre-reading..." should be edited to say "... level of pre-reading"

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

Review Action Items

The Board reviewed the Action Item list, and one action item (all items to date) was removed.

Open Member Time

No member comment occurred.

Board Education and Training

Rubin attended a Governance Training via Columinate.

Board Perpetuation Committee update

Meaghan and Jody presented a brief update regarding the Board Perpetuation Committee, which included a drafted survey with which they hope to begin collecting responses early in 2023.

Report out on meeting with auditors

Kristina and Jody recently met with the auditors in preparation of the upcoming audit. They had an opportunity to ask clarifying questions and ensure they are well-informed as they enter the auditing process.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting the approaching busy season, which involves holidays and year-end reporting. His team is paying close attention to staffing levels and closely monitoring this as they head into the busy season. The senior team continues to monitor and engage with the City regarding the Champlain Parkway project as well.

The Board shared personal observations and asked clarifying questions.

City Market continues to contact trace and support COVID policies that are beyond those outlined for the public under the Vermont Department of Health. Some departments continue to be below 90% staffing rates; some services will continue to remain more limited than pre-COVID levels until staffing percentages across both stores improve (i.e., Prep Foods, expanded Meat & Seafood hours, etc.).

John also invited Lauren to provide a brief update on the October Membership drive. During the drive, Lauren and their team have signed up over 250 new Members and over 1100 Membership renewals.

John invited Madelyn to share an update regarding recent experiences rolling out NetSuite.

B: Global Executive Constraint

John presented the B: Global Executive Constraint to the Board.

The Board shared personal observations and asked clarifying questions.

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

Member Meeting Reflections:

Kristina shared appreciation for all involved in the work that went into delivering the virtual Member meeting.

John shared there were 324 RSVPs and a little over 100 members logged into the meeting. These numbers were slightly lower than the previous year. John also shared appreciation for the support from Mae Quilty, who was instrumental to the succinct and thoughtfully structured meeting. He also commended the Prep Foods team for preparation of the snack packs and the RetroMotion folks, who were instrumental in preparing the videos. The admired background was actually real and put together by the Produce Manager, Pat Chonowski. Many folks contributed leading up to, during and after the meeting.

The Board shared personal observations, which included hearing that several Members appreciated the opportunity to view the meeting recording when they were unable to attend the live session.

Board Elections Update:

John presented an update on the Board Election progress. The Election is through November 02, 2022. Response rates continue to be good. Once the election closes, John will work with the Board to review the results through an Action Without Meeting (post-election result ratification).

Allison Fiore arrived during the Board Elections Update.

Board Self-Monitoring**D3: Board Officers, Elections and Roles**

Jody presented her review of D3: Board Officers, Elections and Roles, shared personal observations, and asked clarifying questions.

Jody found the Board in compliance with the policy, and it fairly and accurately reflects what the Board does, in action, except in two places Jody noted (4B and 2D).

Overtime, the Board has delegated more of the financial condition monitoring to staff, versus the treasurer, so Jody explored whether this should remain in the policy if it is no longer applicable. The language was taken from the CBLD template; it may have applied to the Treasurer's role, but no longer, and therefore should potentially be removed. In practice the Treasurer monitors the Board budget, and not the financial condition; however, the fiduciary role of the Board is one of the primary Board responsibilities.

The Board also discussed 2D and moved to keep the language as written.

Jody and Kristina will review the D3 policy for potential edits regarding the role of the Treasurer, to present to the Board at a future meeting.

D4: Board Members' Code of Conduct

Allison presented her review of D4: Board Members' Code of Conduct, shared personal observations, and asked clarifying questions.

Allison found the Board in compliance with the policy, and it fairly and accurately reflects what the Board does, in action.

Allison noted 2E as a recently discussed item, but shared she felt the language still works.

The Board shared personal observations and asked clarifying questions. Some Board Members shared they would like to discuss 2E further on a future agenda to explore further clarifying the language and process for the Board.

Allison noted one grammatical update in item 1 that may have occurred when the policy was moved to gender-inclusive language (they as singular and plural in certain instances). The Board voted to update the policy item #1 to remove the "s" in "believes" for pronoun-verb agreement, with eight supporting votes, one abstention, and no dissenting votes.

Fall Retreat Reflections

Eric shared his regrets for being unable to attend due to an unexpected personal conflict.

The Board shared personal observations. Overall, the Board had a positive experience, deeply enjoying the in-person experience.

John reiterated appreciation for the space to connect in person and discuss important topics, and his deep appreciation for the Board taking the time to meet.

Discussion on how to implement the Board's commitment to diversity, equity, inclusion, and belonging

Kristina presented the discussion to the Board, sharing a brief summary of some of their work to date, including policy updates, actions to support a more diverse Board, and continuing to keep the discussion moving forward – continuing to reflect on where and when the Board's commitment to diversity, equity, inclusion, and belonging can be incorporated into its work.

Kristina also highlighted a Columinate training to help support and guide further discussion. She also highlighted the need for more action driven work.

The Board shared personal reflections and ideas on how they might move this work forward in both small- and large-scale work/actions. Ideas and actions were a mix of how the Board can advance the Board's work on DEI and ideas on how operations might advance the work as well.

Some ideas included but were not limited to:

- Engaging in the JEDI trainings currently being delivered to the staff
- Dedicating part of a retreat or a more significant portion of a meeting agenda for more time and thoughtful discussion and planning (more intentional time)
- Learning with other cooperatives for more collaborative approaches and strategies
- Highlighting and recognizing Members of the cooperative doing this kind of work

- Ongoing recognition of under-represented vendors throughout the year (not just during national-level events)
- Placards to highlight under-represented vendors or an end-cap honoring/highlighting some of our vendors
- Vendor-highlight/ “meet the vendor” events
- Inviting experts/consultants to meet with the Board to help further the work

John shared appreciation for the thoughts and contributions the Board shared, and for the Board’s ongoing dedication to this work. He provided a brief overview of historical influences and actions for both the Management team and the Board since the George Floyd murder occurred. He shared some trainings, readings, and discussions on unconscious bias and racism that he and his Management team and broader staff engaged in over the past few years. He highlighted how a lot of this work is a personal journey and ongoing self-discovery and development – this is the type of work that isn’t a once every six months or a 20-minute conversation kind of action – it is structuring thoughtful strategic sessions over time. John closed sharing that this is complex work, it will take time, and there isn’t one blueprint for how to do it, but it really speaks to our values.

Open Board Time

Meaghan shared about attending a lovely recent Vermont Youth Orchestra dress rehearsal, a group the co-op sponsors, and she invited others to check it out.

Kristina’s brother is in a Talking Heads tribute band called Start Making Sense, and she recently learned that the band members love visiting the co-op when they play Burlington.

Kristina also shared some of the upcoming meetings will be fully in person, but they will continue to stagger with fully remote meetings to strike a balance while COVID-19 is “still at large.” Kristina invited folks to comment with any timely concerns, or to email her directly with pressing thoughts.

John shared the South End Store’s Fifth Year Anniversary celebration is coming up November 16th, 11:30am-1:30pm, in the South End store, right by the entrance area. Come and celebrate with everyone!

Future Planning

Open Member Time Follow-up

No member comment necessitating follow-up.

Review Calendar

No calendar updates.

Wrap Up

Action Items

Kiersten presented four action items to the Board.

Meeting Evaluation

None provided.

Executive Session with GM

The Board moved into Executive Session with the GM at 8:13 PM. The Executive Session covered personnel changes and the GM contract renewal process. The Executive Board Session with the GM concluded at 9:01 PM

Adjourn

The meeting adjourned at 9:01 PM

Action Items

October 2022

The Board will respond to John's Doodle Poll no later than Wednesday to ensure he has your availability to execute the Board's Action without Meeting for the Board's post-election result ratification.

Jody and Kristina will review the D3 policy for potential edits regarding the role of the Treasurer, to present to the Board at a future meeting.

Rubin will add reviewing D4: Board Members' Code of Conduct, 2E language and process to the Parking Lot, toward the top of the list, to ensure it is revisited soon.

Meaghan will apply the approved edit to D4: Board Members' Code of Conduct and update the approval date on the policy to 10/24/2022.