

Onion River Co-op/City Market

Board of Directors Meeting

Remote Zoom Conference*

November 14, 2022

Board Attendance:

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

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:

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

Also in attendance:

John Tashiro (he/him), General Manager

Madelyn Cataford (she/her), Director of Finance & IT

Lauren Jones (she/her), Membership Manager

Kyle Lavery, Assistant Director of Operations - DT

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

Theo Kovaleff (he/him), Assistant Director of IT

Serrill Flash, Member

Preliminaries

A quorum was established, and the meeting started at 6:05 PM.

Review Agenda

Agenda was reviewed and approved as written with 8 supporting votes, no abstentions, and no dissenting votes.

Sam asked a clarifying question to confirm that the B4 report was going to be reviewed in December.

Review Minutes

The Board reviewed the meeting minutes from October 24, 2022 meeting, and the meeting minutes were accepted with the following change/update to the Open Board section:

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

with 8 supporting votes, no abstentions, and no dissenting votes.

Review Action Items

The Board reviewed the Action Item list and all items were completed.

Open Member Time

Serrill expressed his appreciation for the Co-op, its products, and Members.

Record Board Election Results

Meaghan as the Board's Secretary reconfirmed the recent election results for the minutes and cited the three elected Members of the Board in Mitch Manacek, Jody Landon, and Sam Werbel. All nine Board candidates were contacted, thanked for putting themselves forward and notified of the results prior to the results becoming public.

Board Education and Training

Rubin attended a CBLD training recently providing connection to other co-ops and to learn about what other co-ops were doing to increase Membership.

Myle tried to sign up for some cooking classes, but they were all booked!

John encouraged the Board to utilize the opportunities that Columinate continues to offer.

Board Perpetuation Committee update

Meaghan and Jody presented a brief update regarding the Board Perpetuation Committee. They are looking to connect with the Vermont POC Network.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting that we are quickly approaching the holidays. He invited Kyle Lavery to share his thoughts and provide some updates.

Kyle shared that lots of turkey orders were coming in. Latest turkey count: Over 1,000! They were seeing typical trends with which store customers sought to pick up their turkeys. Interested to see how this plays out during the week of Thanksgiving. Management are planning ahead for the holidays, looking at staffing schedules, and managing PTO requests. The South End store is managing the construction challenges and weekend sales are particularly high when construction is not happening. Management has been working closely with the City to best mitigate the effects of construction on the SE store during the holidays.

Staffing levels were continuing to remain at healthy levels.

The COTS Tree Sale is fast approaching: 300 trees Downtown (Wed 11/30) and 450 trees to the South End (Fri 12/2).

Madelyn provided a Netsuite update: The team is still backlogged to some extent, but they are slowly getting through it, mostly due to being understaffed.

John reminded the Board that this Wednesday, Nov 16 is the South End's 5th Anniversary and encouraged everyone to come and celebrate.

The Board shared personal observations and asked clarifying questions.

B8: Board Elections

John presented the B8: Board Elections to the Board. The Board shared personal observations and asked clarifying questions, including a notation about possible voter fatigue with the coinciding timing of local and national elections.

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

B4: Financial Condition

This will be postponed for the December meeting.

Member Patronage Refund Discussion

John presented this discussion, since it is typically reviewed around this time of year, even in those years where the Co-op is not profitable.

Madelyn ran the Board through the process of determining how the Refund is calculated. The Co-op will not be able to offer the Refund benefit to Members until we reach profitability again.

The Board shared personal observations and asked clarifying questions.

Board Self-Monitoring

C1: Delegation to GM

Joanna presented her review of C1: Delegation to GM and shared personal observations.

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

D7: Trusteeship & Relationship to Members

Joanna presented her review of D7: Trusteeship & Relationship to Members and shared personal observations.

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

Update to D3: Board Officers, Elections, and Roles

Jody explained that this update is trying to make this properly reflect the practice we use today.

The Board shared personal observations and asked clarifying questions. Eric raised a comment that the roles of our Treasurer are outside the norm of typical treasurer roles in non-profits and for-profits. We are somewhere in the middle.

Meaghan mentioned that perhaps we should evaluate what the Treasurer is currently doing before adjusting the language around the role.

John voiced that this topic needs more time to discuss. Eric recommended talking to the auditors for advice – the Board can raise this question during the Executive Session with the auditors in December.

GM Compensation Committee Charter

Rubin reviewed the details of this Committee with the Board. They have not pinned down an exact date yet for the Committee's first meeting. The Board shared reflections and asked clarifying questions.

John plans to get the contacts for the three resources for the GM Compensation Committee. He planned to provide the non-compensation elements separately.

The Board supported this proposal with 8 supporting votes, no abstentions, and no dissenting votes.

Open Board Time

Myle reflected on the positivity she encountered while notifying Board candidates regarding election results. Many candidates had interest in staying involved with the Co-op in other ways.

Joanna shared that she is running another City Council race this week. The candidate is a huge fan of the Co-op.

John shared that there will be construction happening in the next couple of weeks at City Place, downtown. He does not anticipate that the impacts will be nearly as large as those of the Champlain Parkway to the South End store.

Future Planning

Open Member Time Follow-up

No Member comment necessitating follow-up.

Review Calendar

Meaghan has offered to review the D10 for the January meeting.

John noted that the December meeting will be in-person at the SE Community room.

Wrap Up

Action Items

Lauren presented 4 action items to the Board.

Meeting Evaluation

None provided.

Adjourn

The meeting adjourned at 7:58 PM

Action Items

November 2022

Jody and Kristina will come up with a question to the auditors around Treasurer roles prior to the December meeting.

The Board officers will raise said question to the auditors during Executive session in December.

John plans to get the contacts for the three resources for the GM Compensation Committee. He will also provide the non-compensation elements.

Lauren will update the calendar to reflect Meaghan's review of the D10 in January 2023, and add Kristina's edit to the October minutes.