

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

Board of Directors Meeting

In-Person, South End Community Room

December 12, 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

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

Eric Boehm (he/him), Board Member

Allison Fiore (she/her), Board Member

Sam Werbel (he/him), Board Member

Myle Truong (she/her), Board Member

### **Absent:**

Joanna Grossman (she/her), Board Member

### **Also in attendance:**

Michael Healy (he/him), Member, Board Meeting Facilitator

John Tashiro (he/him), General Manager

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

Lauren Jones (she/her), Membership Manager

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

Michael Clauss (he/him), Executive Chef

Mitch Manacek (he/him), upcoming Board Member

Elizabeth Redmond, Gallagher Flynn & Co. Auditor

Sarah Richards, Gallagher Flynn & Co. Auditor

Serrill Flash, Member

### **Preliminaries**

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

#### Review Agenda

Agenda was reviewed and approved as written with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

#### Review Minutes

The Board reviewed the meeting minutes from November 14, 2022 meeting, and the meeting minutes were accepted with the following change/update:

- Myle suggested that we rethink the timing of the elections next year due to voter fatigue
- “(after first sentence), including a notation about possible voter fatigue with the coinciding timing of local and national elections.”

with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

### Review Action Items

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

### **Open Member Time**

Michael stated to fill up your to-go containers with food before you leave tonight!

### **Auditor's Presentation**

Madelyn made some opening comments and mentioned to keep in mind that the information being presented is 6 months old.

Sarah launched an annual audit presentation, including understanding the audit process, the rules for the audit, audit results, and an overview of financial indicators and data points for the Cooperative.

Gallagher & Flynn provided the results with an outcome of “Unqualified report” on the financial statements. The financials presented fairly with no significant concerns, and they found no identified significant deficiencies or material weaknesses with internal controls over financial reporting. Two unrecorded adjustments were found but were not viewed as a problem.

The Board shared personal observations and asked clarifying questions.

These reports are all in draft form, but are ready to become final once approved by the Board.

### **Executive Session – Discussion with Auditors**

The Board moved into Executive Session with Auditors at 6:50 PM. The Executive Board Session with Auditors began at 6:51 PM and came out of Executive Session with Auditors at 7:11 PM. The Board used the time to ask clarifying questions,

### **Board Photo**

The Board took a group photo to document the return of in-person meetings!

*~ Half-time Stretch ~*

### **GM Reporting**

#### Monthly GM Update

John presented the GM Update to the Board, highlighting the Annual Report which will come out at the end of this month including a letter from the President and the GM. He will forward it to Board members before it gets featured in the Onion Skin in January.

Trish shared the work P&C is doing with the Wellness Adventure around mental health. They also started a new endeavor called experience tickets. Open enrollment received a lot of engagement – increased by 15% this year.

Lauren shared some reflections on the COTS Tree Sale – thank you to those who came out and volunteered with us.

John also shared the Feed a Family event we will have at the South End store on Thursday, December 15<sup>th</sup>.

Kristina shared her appreciation for BPD and management's quick response to the SE break-in event.

The Board shared personal observations and asked clarifying questions.

#### B4: Financial Condition

John presented the B4: Financial Condition to the Board and highlighted that it is in full compliance.

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

#### A: Ends

John presented the A: Ends to the Board, highlighting the effort required across all departments in the creation of this report. He also mentioned the CX Customer Survey program that has continued to gather feedback and look at important and helpful indicators. He intends to utilize this program more in the future.

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

### **Board Self-Monitoring**

#### D11: Board Perpetuation

Eric presented his review of D11: Board Perpetuation, shared personal observations, and asked clarifying questions including if the word "recruit" is possibly too strong a term. We could say "strongly encourage".

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

### **JEDI & Belonging: Summary of the Co-op activities to date**

Kristina introduced this topic and emphasized the desire for the Board to focus on this topic more often in the future, through scheduled focused discussions at retreats. She then passed on the discussion to John.

John shared the summary of work that is being done with Co-op staff. He noted that the pandemic happened right in the middle of this work so there was a pause and certain pivots in the work happening at that moment. John mentioned that this summary can be used by the Board to figure out a path, but there is also an important factor of self-education.

The Board shared observations and asked clarifying questions.

Kristina asked the Board if they are in support of establishing focused sessions to discuss these topics. She encouraged everyone to contribute ideas to put together focus topics and a timeline.

The Board agreed that this is an idea they want to pursue and will send ideas to Kristina.

### **Board Education and Training**

Kristina learned how to tie a COTS tree to a car with support of other Board members!

### **Appreciation for departing Board Member Eric Boehm**

The Board shared words of appreciation for Eric's time and dedication to the Co-op over the past 6 years and presented a departing gift.

### **Open Board Time**

Myle shared that the GM Compensation Committee has their first meeting on Friday and everything is going well. More updates to come!

Kristina shared that she is bringing maple crunchies from the Co-op to her family.

Allison is moving up in her role at work and is now the Assistant Vice President for Advancement Services.

John shared that he met the Conrads, who shared with him that they have been Members for almost 50 years. It was great to connect with those who have been a part of the Co-op from the beginning – their passion and persistence is what helps us keep going.

Kristina shared that the annual NOFA conference will be opening for registration soon, and she will assist in coordinating that for Board Members who wish to attend.

### **Future Planning**

#### Open Member Time Follow-up

No member comment necessitating follow-up.

### Review Calendar

Sam signed up to review the D9 in March.

Kristina mentioned that everyone should start thinking whether they want to run for a leadership “officer” position on the Board.

### **Wrap Up**

#### Action Items

Lauren presented two action items to the Board. Meaghan added one additional action item.

#### Meeting Evaluation

The in-person meeting was enjoyed by all. We are looking forward to the next one in March.

### **Executive Session with GM**

The Board moved into Executive Session with the GM at 8:52 PM. The Executive Session covered a review of the financial statements as well as an update on the Strategic Business Initiative. The Executive Board Session with the GM concluded at 9:12 PM

### **Adjourn**

The meeting adjourned at 9:12 PM

### **Action Items**

#### December 2022

**The Board** will send suggestions and topics around JEDI trainings to Kristina via email before the next Board planning meeting on Tuesday Jan 3<sup>rd</sup>.

**Lauren** will update the calendar to reflect Sam reviewing the D9 in March.

**John** will provide the resource guide that was given to staff in 2020.