

Onion River Co-op/City Market

Board of Directors Meeting

Remote Zoom Conference*

January, 23, 2023

Board Attendance:

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

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

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

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

Allison Fiore (she/her), Board Member

Joanna Grossman (she/her), Board Member

Sam Werbel (he/him), Board Member

Myle Truong (she/her), Board Member

Mitch Manacek (he/him), Board Member

Absent:

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

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

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 eight supporting votes, zero abstentions, and zero dissenting votes.

Review Minutes

The Board reviewed the minutes from the December 12, 2022 meeting, and they were accepted as written with eight supporting votes, zero abstentions, and zero dissenting votes.

Review Action Items

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

Open Member Time

No Member comment occurred.

Board Code of Conduct Agreement, Liquor License Renewal, and Background Check Forms
Kristina provided an overview of the Code of Conduct agreement and process.

Rubin joined the meeting during the “Board Code of Conduct Agreement, Liquor License Renewal, and Background Check Forms” discussion.

Each Board Member must complete the Background Check Form once. As such, Mitch is the only Member who will need to complete the Background Check Form

Kristina invited John and Madelyn to provide additional instructions regarding the Board of Conduct Agreement, Liquor License Renewal, and Background Check Forms. Madelyn will send all forms to the Board for review and signature via an online process.

Michael Healy advised the Board to share any potential conflict of interest, even if they thought it might not qualify, herring on the side of caution. The Board asked clarifying questions and discussed the process, and each Board Member shared potential conflicts of interest verbally, in preparation for completing the form.

Paper Packet Opt-In

Kristina invited Board Members to share if they wanted to receive printed packets for the 2023 meetings inclusive of all virtual and in-person meetings. Board Members were asked to decide whether they wished to opt into to this option to which no Board Member sought.

GM Compensation Committee Update

Myle presented a brief update regarding the GM Compensation Committee, which included articles reviewed, a summary of their process to prepare to receive Gallagher and Flynn’s review results, and the plan to follow-up as a group in the end of January or early-February.

The Committee will provide an oral report at the February Board meeting.

Board Perpetuation Committee update

Meaghan and Jody presented a brief update regarding the Board Perpetuation Committee, which included sharing the final survey proposed for distribution (the Board was invited to complete the survey sometime this week to give it a test run) and working with John and Kristina to coordinate survey distribution. The Committee is looking to connect with former Board Members from within the past 5-10 years, as they begin this work.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting sections regarding efforts and challenges to address staffing levels and a Self-Check-Out pilot program planned to launch at the Downtown store in April.

John invited Trish to provide additional information regarding staffing. Trish shared they registered for an upcoming career fair and have begun partnering with the Community and

Marketing department in the past few months, as well. A Director of Community & Marketing position was also created and recently posted to the job board.

John invited Madelyn to provide a brief update on the Self-Check-Out pilot program. Madelyn shared an overview of the preliminary research that has gone into the program that had led up to the upcoming implementation phase, which will be a 12-week phase. They are launching Toshiba machines for the Self-Check-Out system.

John invited Lauren to provide an update regarding COTS. Lauren shared \$19,898 was presented to COTS following the tree sale, which was the highest in recent history. \$5167 also went to the Intervale for the buy-a-tree-plant-a-tree program. John also shared appreciation for the Community and Marketing staff who stepped up in very cold weather for some long weekends for the program.

The Board shared personal observations and asked clarifying questions.

B3: Asset Protection

John presented the B3: Asset Protection to the Board. He shared appreciation to the entire team who all contributed to the report.

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, except where noted in 3.8. The Board approved the report as demonstrating compliance with the policy, except where noted, with nine supporting votes, zero abstentions, and zero dissenting votes.

~ 10-Minute Half Time Stretch ~

Board Self-Monitoring

D10: Community Service Award

Meaghan presented her review of D10: Community Service Award, summarized changes that occurred this past year, and hope around what the changes would bring to the award in the coming years. Changes included rebranding the award and opening eligibility to include non-Members in an effort to make the award more accessible to more people of the Community.

The Board shared personal observations and asked clarifying questions.

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

FY 2023 Board Work Plan

Kristina and Rubin introduced the FY 2023 Board Work Plan to the Board, emphasizing the plan as a living document to be updated and iteratively improved throughout the year.

The Board shared personal observations and appreciation for the structure and content of the plan. Kristina invited the Board to comment and add to the plan; the Board was invited as editors of the plan.

Board Appointment Opportunity

Kristina shared Joanna's decision to step down from the Board, and her current term running through the end of 2023; as such, the Board has the opportunity to appoint an individual or to decide to leave the space vacant for the rest of this calendar year.

The Board asked clarifying questions and shared their personal perspectives on the process.

The Board voted to move forward with appointing a new Board Member to carry out the end of Joanna's term on the Board with eight supporting votes, one abstention, and zero dissenting votes.

The Board will continue discussion regarding process and nominations for the position in the executive session, if there is time, or at the next Board meeting.

Board Education and Training

CBL 101 & Columinate Webinars

Kristina invited the Board to share on any training or Board education with which they engaged.

Mitch shared he attended the CBL 101 training and appreciated the learning objectives covered in the session, emphasizing the importance of being a thoughtful and engaged individual.

Kristina encouraged Board Members to attend the upcoming financial training, offered via Columinate, in early March.

NOFA-VT Winter Conference

Kristina invited Board members to attend the upcoming NOFA-VT Winter Conference. Mitch shared interest in attending.

JEDI & Belonging & Spring Board Retreat

Kristina shared John has confirmed the dates for both the JEDI & Belonging training and Spring Board Retreat.

Kristina and John are also looking at scheduling a social event that would take place later on the day of the Spring Board Retreat.

Board Officer Roles & Officer Interest Declarations

Kristina provided an overview of the Officer selection process and invited folks to share if they were interested in any of the positions. She invited current Officers to share their personal experiences in their roles and provided space for folks to ask questions about the individual roles.

Board Members were invited to declare interest in any of the Officer positions in advance of the February meeting, when the Board will officially appoint Officers.

Jody reflected on the function of the Treasurer, revisiting a past discussion on policy regarding treasurer roles and responsibilities. She shared her intentions of stepping down as Treasurer for the coming year.

Kristina shared interest in continuing to serve in the role of Board President.

Meaghan shared interest in continuing to serve in the role of Board Secretary, and she shared an openness to running for Board Treasurer.

Jody shared interest in the Board Secretary position.

Kristina invited all Board Members to reach out to her with any questions regarding any of the positions. The final appointments will occur at the February Board meeting.

Appreciation for departing Board Member Joanna Grossman

Kristina thanked John and Lauren for facilitating a gift basket and card delivery to Joanna, in appreciation of her service to the Board.

The Board shared stories and messages of appreciation. Joanna closed, sharing her own stories, appreciation, and a final farewell.

Open Board Time

Sam shared that he signed up for a City Market Sudanese cooking class, which was taught in Arabic, translated for the class, and he enjoyed it very much. He recommended everyone try out the classes, especially the Mosaic of Flavor Series classes.

Jody asked about the policy regarding dogs in the store. John shared animals are not permitted in the store unless they are service animals. The staff are limited in how they can address the dog/animal if/when people are not upfront or honest. If/when a dog/animal is brought into the store, staff are able to ask if the dog/animal is for supporting a disability or what task the dog/animal is accompanying the individual to perform. Staff can also ask the owner to remove the dog/animal from the store if/when the dog/animal behaves inappropriately (i.e., sniffing or trying to get the food, barking, going after another customer, etc.).

Allison signed up for one of the painting classes.

Kristina recently selected her glasses, inspired by Joanna and her awesome glasses.

Future Planning

Open Member Time Follow-up

No Member comment necessitating follow-up. The Board thanked Serrill for attending.

Review Calendar

No calendar updates. Mitch inquired as to Board Member expectations for NOFA VT Conference attendance.

John reminded the Board to revisit the 01/11 email Lauren sent regarding invitation to RSVP for the NOFA VT Conference, and John reminded the Board to email Kristina and CC John and Lauren if they were interested in attending the NOFA VT Winter Conference.

Kristina shared two additional training/conference opportunities coming this year: the CCMA Conference to be held in Sacramento June 8-10 and the NFCA Conference on March 18 with details still to be solidified.

John believes it is highly likely CCMA will offer a hybrid opportunity again, this year.

Wrap Up

Action Items

Kiersten presented five action items to the Board.

Meeting Evaluation

None provided.

Executive Session with GM

The Board moved into Executive Session with the GM at 8:35 PM. The Executive Session covered staff survey results. The Executive Board Session with the GM concluded at 9:01 PM

Adjourn

The meeting adjourned at 9:01 PM

Action Items

January 2023

The Board will review and sign the Board Code of Conduct Agreement, Liquor License Renewal, and Background Check forms no later than February 10, 2023.

GM Compensation Committee will prepare their oral report for the February Board Meeting.

Meaghan will send the drafted Board Perpetuation Committee survey email to the Board for review and feedback.

The Board will help disseminate the newly posted [Director of Community and Marketing position](#) to anyone they feel may be a good candidate.

Board Members interested in attending the NOFA VT Winter Conference will email Kristina and CC John and Lauren to let them know.