

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

Board of Directors Meeting

Virtual, Zoom Meeting

April 17, 2023

### **Board Attendance:**

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

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

Sam Werbel (he/him), Board Member, Vice President

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

Allison Fiore (she/her), Board Member

Myle Truong (she/her), Board Member

Mitch Manacek (he/him), Board Member

### **Absent:**

Rubin Jennings (he/him), Board Member

### **Also in attendance:**

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

John Tashiro (he/him), General Manager

Lauren Jones (she/her), Membership Manager

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

Serrill Flash, Member

### **Preliminaries**

A quorum was established, and the meeting started at 6:03 PM.

### Review Agenda

Agenda was reviewed and approved as written with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

### Review Minutes

The Board reviewed the meeting minutes from the March 27, 2023 meeting, and the meeting minutes were accepted with the following changes/updates:

- Add quotation after “more than just once”
- Board Education and Training section:
  - o Correct “co0ops” to “co-ops”
  - o VT co-ops swept the “raffle prizes”

with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

### Review Action Items

The Board reviewed the Action Item list and Lauren’s item was removed. Sam’s action item is staying on the list for now.

## **Open Member Time**

Serrill commented that all of his concerns were met. He also offered to provide his thoughts if desired when we reach a point of review in the Member Worker program and specifically around the 48 volunteer hours limit policy.

## **GM Reporting**

### Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding the launch of Self-Checkout in the Downtown Store. Thanks to Madelyn, Theo, Brent, Kyle, Front End, Community & Marketing, and the Purchasing / Merchandising teams for their hard work. Additionally, the Champlain Parkway traffic patterns are continuing to evolve, but there is good traffic flow at the South End Store so far. There will be more significant impacts coming in the spring to early summer. We have seen healthy sales growth overall, but particularly in the Downtown Store.

The Board shared personal observations and asked clarifying questions.

### B10: Support for the Board of Directors

John presented the B10: Support for the Board of Directors, highlighting the objective of making sure Board Members are never in a situation where they are surprised to hear things. John stressed the importance with Board Members staying up to date with Co-op happenings and aware of our frequent communications.

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 7 supporting votes, 0 abstentions, and 0 dissenting votes, with the following update:

- John will update page 3 (Data, 2.) to note that we use a contact form on the website (not email address and phone number) to contact Board Members

## **Board Perpetuation Committee update**

Meaghan and Jody presented a brief update regarding the Board Perpetuation Committee. They have received many responses in the survey and the Committee is meeting again in early May. They plan on sharing the results with the rest of the Board once they have the final count.

Kristina mentioned that there was talk about the Committee reaching out to Community Outreach Partners. She suggested the Committee touches base to make a plan for this going forward.

## **Board Education and Training**

### Columinate webinars or other events

Rubin, Jody and Kristina are registered for CCMA.

Jody attended the Audit Seminar and shared that it was a very helpful overview of what the audit is, how it is structured, and what is generated in the report from the auditors. Madelyn provided some clarifications around Management Letters, which accompany the Audit report when something needs to be changed in the organization regarding financial management practices.

## **Board Monitoring**

### D8: Cost of Governance

Myle presented her review of the D8: Cost of Governance, shared personal observations, and asked clarifying questions, including:

- (2c) What do we mean by “outreach mechanisms”? Kristina shared that the contact forms on the website ensure that Members can reach us. We display pictures and names of each Board Member in both stores. We share info during the Member Meeting and through social media. John added tabling opportunities around Board Elections, which were paused during the pandemic. John also receives emails and mail that are addressed to the Board that he forwards to the Board President. John also shares reviews that are expressed by Members through various social media channels. Meaghan expressed that there may not be a need to change the wording and to keep it there as a safety net to spend on outreach mechanisms in the future.
- (3) Who creates the budget? John puts together the a draft annual Board budget in May to propose at the May Board meeting to ensure it is finalized in June. It includes everything from Board meals, to Member Meeting expenses, to conferences, to consulting fees, etc. John and Management update the Treasurer and Board President frequently with the spending status.

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

This will be added to the parking lot and revisited later to review.

*~Half-time Stretch~*

## **Open Board Time**

Allison used Self Check-Out and thought it was awesome! Sam tried it as well and tested every button – it was a fun learning experience. Ian (Front End staff) was patient and supportive.

Meaghan made it down to Hunger Mountain Co-op – a fun adventure to check out another co-op.

Sam finally got the keys to the place for his new business!

Meaghan shared that her Ukrainian music concert with the Burlington Choral Society went really well.

Kristina mentioned that it’s a good time to start thinking about the Community Service Award and any possible nominations.

Mitch gave a shoutout to Meaghan for providing some guidance around reviewing policies.

## **Future Planning**

### Open Member Time Follow-up

Kristina thanked Serrill for his comments and is glad that his concerns were resolved.

### Review Calendar

No comments/edits were made.

### Spring Retreat

Kristina shared the Spring Retreat plan. The Board is meeting in the South End Community Room on April 30<sup>th</sup>, with an optional social at Citizen Cider afterwards. For lunch, the idea was proposed to organize a potluck instead of getting food from the hot bar. The Board shared their thoughts and levels of interest in the idea. The plan is to cook if you would like, and there will be charge cards to supplement with food downstairs.

## **Wrap Up**

### Action Items

Lauren presented 6 action items to the Board.

### Meeting Evaluation

## **Executive Session with GM**

The Board moved into Executive Session with the GM and Michael Healy at 7:36 PM. The Executive Session covered the NCG bulletin and the Board appointment process. John and Michael left the meeting at 8:06. The Board discussed GM compensation. The Executive Board Session concluded at 8:22 PM.

## **Adjourn**

The meeting adjourned at 8:23 PM.

## **Action Items**

### April 2023

#### **Sam will**

- add the D8 review to the parking lot.
- (*from March action items*) add clarifying two areas within the D9: Board Terms of Office policy to the parking lot: Board officer who certifies the election and what serving nine consecutive years looks like for Members who are appointed mid-term.

#### **Lauren will**

- update the March meeting minutes.
- send food allergy and restrictions list of Board Members to the Board.

**John** will update the B10.3 – (page 3, Data, 2) to note that we use a contact form on the website (not email address and phone number) to contact Board Members.

**Board Members** will let John and Lauren know what is needed to cool and/or heat up food for the potluck during the retreat by Monday, April 24 at the latest.