

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

May 22, 2023

Board Attendance:

Allison Fiore (she/her), Board Member
Kristina Sweet (she/her), Board Member, President
Jody Landon (she/her), Board Member, Treasurer
Mitch Manacek (he/him), Board Member
Myle Truong (she/her), Board Member
Rubin Jennings (he/him), Board Member
Sam Werbel (he/him), Board Member, Vice President

Absent:

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

Also in attendance:

Michael Healy (he/him), Member, Board Meeting Facilitator
Emily O'Hara (she/they/we), Member, Board Meeting Minutes-Taker
John Tashiro (he/him), General Manager
Lauren Jones (she/her), Membership Manager
Madelyn Cataford (she/her), Director of Finance & IT
Serrill Flash, Member
Zelda Zeldeberg, Guest

Preliminaries

A quorum was established, and the meeting started at 6:01 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 April 17, 2023 meeting, and the meeting minutes were accepted with the following change/update:

- **“Board Monitoring”** section
D8: Cost of Governance
Myle presented her review of the ~~D9: Board Terms of Office~~
= change to “D8: Cost of Governance”
- Voter tallies in three sections: “Review Agenda”, “Review Minutes”, and “B10: Support for the Board of Directors”
= change “8 supporting votes” to “7 supporting votes”

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

Review Action Items

The Board reviewed the Action Item list and [all] items were removed (all tasks completed).

Open Member Time

Serrill (Flash) reviewed operational plans, including “Board Work Plan”; noted tremendous progress over time.

Zelda (Zeldeberg) attended as a guest who was curious to learn about Board Meetings. Board Members introduced themselves.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding increased sales/traffic at the Downtown location *and* the South End location. A new senior manager (Cheray MacFarland - Director of Community & Marketing) started this month. Board Members had expressed an interest in staying updated on various staff training(s) which is now embedded in the GM Update report, including justice, equity, diversity, and inclusion (JEDI) activities.

The Board shared personal observations and asked clarifying questions around:

- Seed packet initiative
- 1% for the Planet product offerings
- New Downtown deli renovation capacity and timeline
- Self-checkout has seen >20% of transactions; next data point is dollars-standpoint

B4: Finance Report

The Board shared personal observations and asked clarifying questions:

- Typo: “B4.10: Section 1” (Debt-Service-Coverage ratio) should actually be 0.97, but still in compliance because \$1 million cash.

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.

B5: Communication & Counsel to the Board

John presented the B5: Communication and Counsel to the Board.

The Board shared personal observations and asked clarifying questions:

- Report review out of compliance because it has not been presented since July

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.

FY24 Draft Board Budget

John presented the FY24 Draft Board Budget, highlighting updates around Year-to-Date expense marks (until end of March), with the majority of spending with Annual Member Meeting and voting fees. FY24 spend needed to be a bit higher because the Annual Member Meeting is planned for in-person (with venue, food, etc.), SurveyMonkey subscription, and greater accessibility to CCMA (Portland, ME). Jody (Board Treasurer) provided support on the budget.

BOD Candidate Application and Timing of Board Election

John shared the BOD Candidate Application with the Board and explained the timing of the 2023 Board Election. Special thanks to Lauren (Jones) for her support and in considering factors such as the *Onion Skin* newsletter cadence.

The Board shared personal observations and asked clarifying questions:

- Michael to send email identifying Board Member presence for in-person events
- Discussion on term “skills” in relation to JEDI work/professionalism-bias
 - D11 policy for “skills” reference = link to website in future?
- October Board Meeting coincides nicely with the timing and conclusion of the election.

Board-Management Retreat Reflection

The Board shared personal observations and asked clarifying questions:

- Potluck worked well; facilitation was smooth; Lauren’s help made an impact
 - The Market Research analysis work will help inform our future Business Plans

FY24 Draft Board Work Plan and Focus Areas

Board Members can edit the document:

- Strategic priorities area needs feedback
 - Staff support to be discussed at upcoming (Board) meeting
- Month-by-month plan has a few changes to calendar for reviewing Board's policies ("D" policies)

~Half-time stretch~ (at 7:18pm)

Board Perpetuation Committee and Board Appointment Process

Jody presented a brief update regarding the Board Perpetuation Committee including a nudge to look at Meaghan’s email with the link to Google Doc for community outreach sign-up. Next meeting is June 3.

Board Education and Training

Columinate webinars or other events

Kristina and Rubin looking forward to attending CCMA in June

Board Self-Monitoring

D1: Governing Style

Jody presented her review of the D1: Governing Style, shared personal observations, and asked clarifying questions, including significant changes from 20 years ago (“Team” item #4).

Jody found the Board in compliance with the policy, and that it fairly and accurately reflects what the Board does, in action. (All Board Members in agreement with Jody.)

C2: GM Job Contribution

Mitch presented his review of the D1: Governing Style, shared personal observations, and asked clarifying questions.

Mitch found the Board in compliance with the policy, and it fairly and accurately reflects what the Board does, in action. (All Board Members in agreement with Mitch.)

Open Board Time

Mitch reflected on Mary Manghis’ passing, spoke to how she encompassed the Co-op’s values. She was a longtime employee of the Downtown Produce department.

Myle, Jody, and Rubin shared familial milestones.

Kristina expressed appreciation for extra conversations around GM compensation.

Sam officially moved into his new gym space... Lots of puns ensued around “halftime stretch” and “Board work-out”.

Future Planning

Open Member Time Follow-up

N/A

Review Calendar

Allison will miss the July meeting.

Mitch will miss the June meeting, but could do a hybrid option. Jody also echoed the benefits with a call-in option to potentially avoid driving back with family visiting in the Adirondacks.

Wrap Up

Action Items

Emily presented 2 action items to the Board.

Meeting Evaluation

Low energy, but great contributions.

Executive Session with GM

The Board moved into Executive Session with the GM at 8:05 PM. The Executive Session covered as review of the financial documents in support of the B4 policy, follow up with Board Members not selected for appointment and a draft GM contract. The Executive Board Session with the GM concluded at 8:49 PM

Adjourn

The meeting adjourned at 8:49 PM

Action Items

May 2023

John will correct the typo in the Finance report.

Lauren to edit meeting minute edits:

- **“Board Monitoring”** section
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