

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

July 24, 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 (joined at 6:38 PM)

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

Myle Truong (she/her), Board Member

Mitch Manacek (he/him), Board Member

Absent:

Allison Fiore (she/her), Board Member

Rubin Jennings (he/him), Board Member

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

Preliminaries

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

General discussion about:

- How to bring human connection to board meetings
- How to support flood relief efforts (full list below*)

Review Agenda

Agenda was reviewed and approved as written with 5 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from June 26, 2023, meeting, and the meeting minutes were accepted with the following change/update:

- Under the "Future Planning (Candidate Orientations)" section, rather than the sentence reading as: "Board ~~Preservation~~" meeting, it should be: "Board *Perpetuation*" meeting

with 5 supporting votes, 0 abstentions, and 0 dissenting votes.

^ 5 votes total because Sam hadn't joined yet.

Review Action Items

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

Open Member Time

Serrill shared his appreciation for the co-op.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding new Downtown Store Manager Emery Alderson (previously: Facilities at the South End store) who will have a one-month on-boarding, and that catering orders have increased significantly/exploded. Overall, we exceeded our budget; especially Downtown's contribution is pretty significant. South End sales are sound amidst construction.

The Board shared personal observations and asked clarifying questions:

- Meaghan asked whether Josh has held the Catering Manager position before;
 - John clarified that the "Catering Manager" position was newly created, but indeed Josh has led the majority of this work in the past.
- Mitchell asked about new branding under the fourth bullet down;
 - John answered that since we're celebrating our 50th this year we've rebranded our look and feel for the Co-op which will manifest throughout the year beyond the September 23rd celebration.
 - Landing page: <https://www.citymarket.coop/50years>
- Kristina congratulated the 152 new member milestone;
 - Myle supported this sentiment as well as expressed positive turns at both locations.

B2: Budgeting and Financial Planning

John presented the B2: Budgeting and Financial Planning and thanked Madelyn for work in putting this document together. John noted the change from pro-forma to financial forecast. So, B2 itself really shows FY24 indicators, but not for future years because it will need to be updated in preparation for the Fall Board Retreat and provided the rationale behind holding off with sharing any ratio numbers for FY25 and FY26.

The Board shared personal observations and asked clarifying questions:

- Kristina asked question about non-compliance due to timeliness of the report itself
 - John clarified the non-compliance due to not having this report available by the July/start of the new 2023 financial year timeline.
- Mitchell spoke to cash balance which is going down towards the \$1M threshold
 - Madelyn explained that every year we have a loss, we would deplete our cash balance on hand; the pro-forma hadn't included a Covid scenario, which required us to change our revenue growth to be very conservative in future years. Fortunately, we were forgiven on our \$2.6M PPP loan, which had significantly helped our cash balance. Our current financial forecast reflects a "worst-case scenario" and we're looking to update it in time for the Fall Board Retreat.

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 6 supporting votes, 0 abstentions, and 0 dissenting votes.

^ 6 votes total because Sam in attendance at this point

Board Perpetuation Committee Update

The committee did not meet in July.

Kristina spoke to the difficulty in candidate recruitment and clarified that the Board didn't necessarily need to scramble for a Board appointment for the existing vacant ninth seat recognizing that seat's term ended in Dec 2023.

GM Annual Evaluation Committee Update

Kristina presented a brief update regarding the GM Annual Evaluation with a reminder about the benefits with this process providing two-way feedback to/with John. In previous years, we've had a small group of 3-4 Board Members have a meeting with the GM and share the feedback form the full Board. Then, this would be followed by a meeting between the full Board and GM no later than the end of September. Sam and Myle have volunteered to be part of that small group process; Kristina opened it up to Mitch and Jody, if interested. Time commitment includes 1-2 additional meetings as well as some synthesizing outside of those meetings. Kristina spoke about how the process will be more streamlined in the future.

Board Education and Training

CCMA Conference (continued from last meeting)

Jody shared how she was glad to have the virtual option yet frustrated by the limited choice of virtual sessions as compared to in-person sessions. She'd like to attend in person in the future. She attended two sessions:

- How to prepare for GM's succession: She noted B6 in our policies which supports a transition process, but how an "internal bench" should be in place regardless of formal GM departure.
 - The message: "The GM's job is not about groceries, it's about leadership." and how the GM's job is a political job and is supposed to promote a healthy democracy in terms of how we operate really stood out to her.
- Reimagining volunteer programs which featured Briar Patch Co-op:
 - They changed their worker's comp policy which is a question that Jody has for the Board; they have a dedicated social media kit; they honor their Member workers at the annual meeting.

Kristina is excited about next year's conference located in Portland, Maine.

Michael sent an email with relevant information re: topics raised by Jody from CCMA experience.

Board Self-Monitoring

D2: The Board's Job

Meaghan presented her review of the D2: The Board's Job, listing a few points of what "The Board's Job" is. She shared personal observations around how she feels like we have a good general outline and are doing a great job overall. She asked a clarifying question around whether the Board should have an addition of a more formal written policy around supporting staff as the impacted parties of our decisions; this was supported by Mitch and Myle.

Kristina shared: "If we consider adding this to the Board's job, maybe we can talk through language like "demonstrate appreciation of and support for Co-op staff." The review of this language was added to the parking lot.

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

D5: Committee Principles

Myle presented her review of the D5: Committee Principles and shared personal observations about how we have a pretty clear map of our committees/how to utilize them; no clarifying questions.

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

The Board shared observations and asked clarifying questions.

~Half-time stretch~

Board Calendar and Board Meetings

Month Off Pilot

John proposed a pilot with the Board taking off the November meeting this year. Jody shared some feedback related to time off from meetings that was shared at CCMA. The Board was in support of this proposal.

Open Board Time

Mitch shared baby news!

Kristina shared Plainfield's Co-op consideration of an expansion and a member of their board has contacted the Vermont Agency of Agriculture to learn about state funding opportunities.

Jody remarked on the South End meat display. Michael now oversees Meat + Seafood after John studied relationships at other co-ops' prep food kitchens and Meat + Seafood departments.

Future Planning

Open Member Time Follow-up

Kristina expressed thanks for Serrill's participation.

Review Calendar

Michael noted that this section looks good and Kristina noted the South End location is secured for the Board retreat (which will be potluck-style).

Candidate Orientations

Michael spoke to the next Board candidate orientation on August 16, 2023 followed by August 25, 2023. (No applications submitted yet, but July is typically a quiet month.) *Deadline for Board Candidate submissions is on August 31, 2023*

Call for Community Service Award nominations

Kristina reminded folks of the open nominations.

Wrap Up

Action Items

Emily (and Board) presented 4 action items to the Board.

Meeting Evaluation

- Mitch felt like it was a great meeting with worthwhile discussion.

- Myle remarked on how it flowed organically.
- Kristina appreciated Michael's approach in terms of keeping to the agenda while also allowing for side conversations.
 - John echoed this ability to pivot as a positive.

Executive Session with GM

The Board moved into Executive Session with John, Madelyn and Michael at 8:10 PM. The Executive Session covered a review of the business plan. Madelyn left and the Board discussed the NCG Bulletin. Michael and John left the meeting at 8:50, and the Board had a discussion around GM evaluation. The Executive Session concluded at 9:20 PM

Adjourn

The meeting adjourned at 9:20 PM

Action Items

July 2023

Kristina and **Sam** to redistribute November calendar items to the other months.

Lauren to update the calendar and the website to note that we aren't having a November meeting.

Meaghan to make edit from "Review Minutes" section re: "Board Preservation" correction (to "Perpetuation")

Sam to add to parking lot/revisit:

- Outstanding June item
- D2: The Board's Job discussion