

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

Board of Directors Meeting

Virtual, Zoom Meeting

August 28, 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 (joined at 6:20 PM)

Myle Truong (she/her), Board Member

Mitch Manacek (he/him), Board Member

Rubin Jennings (he/him), Board Member

### **Absent:**

### **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 and IT

Theo Kovaleff (he/him), Assistant Director of IT (joined at 6:13 PM)

Cheray MacFarland (she/her), Director of Community and Marketing (joined at 6:23 PM)

Shannon Kilpatrick, Member & Board Candidate

Serrill Flash, Member

### **Preliminaries**

A quorum was established, and the meeting started at 6:00 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 July 24, 2023 meeting, and the meeting minutes were accepted with the following change/update:

- Attendance list update: add Serrill
- Under "Open Board Time", it should read as: "Jody remarked on the South End ~~seafood~~ meat display. Michael now oversees Meat + Seafood after John studied relationships at other co-ops' prep food kitchens and Meat + Seafood departments."

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

## Review Action Items

The Board reviewed the Action Item list and 2 items were removed (all tasks completed).

## **Open Member Time**

- Serrill (Flash) spoke about his conversations with John and overall support for the Co-op.
- Shannon (Kilpatrick) introduced herself and expressed her intention to run for the Board.

## **GM Reporting**

### Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding:

- New Downtown General Store Manager, Emery Alderson, started his role
  - New Downtown Grocery Store Manager, Ben Mace
- Sales good overall, but a little behind on budget at the end of July
  - South End tracking a little bit behind (likely due to construction), but still navigating well overall
    - August likely to be a little bit behind as well
- Seven Daysies Awards received (“Best Locally Owned Grocery Store” and “Best Place to Eat Alone”)
- Cheray (MacFarland) provided updates around flood relief efforts (which continue with NOFA and AALV) and plugged upcoming Member Day and the 50<sup>th</sup> Anniversary happening next month in September 2023.

The Board shared personal observations and asked clarifying questions.

### B4: Financial Condition

John presented the B4: Financial Condition to the Board, highlighting:

- Good trend with uptick in Downtown traffic/sales
- Community loans paid out over every other year
- Madelyn explained debt situation

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, 0 abstentions, and 0 dissenting votes.

## **Board Perpetuation Committee Update**

Meaghan and Jody presented a brief update regarding the Board Perpetuation Committee:

- Had 1 tabling event Downtown and 2 tabling events at the South End
- Desire to be intentional next year about timing these events on days with more customer traffic in stores

## **GM Annual Evaluation Committee Update**

Myle presented a brief update regarding the GM Annual Evaluation:

- Met as a team and got a lot done; meeting again next Tuesday

### **Community Service Award Nominations and Board Candidate Applications**

John provided an update around the Community Service Award Nominees and Board Candidate Applications:

- 10 nominations for Community Service Awards
- 3 applications for Board Candidates and potentially 1-2 more with end of month deadline (for 3 open seats on the Board)

### **Draft Annual Member Meeting Agenda**

John presented the draft Member Meeting Agenda to the Board and invited Cheray to provide additional information on the meeting structure:

- 10am to 11am | Check-in
- 11am to 12pm | Brunch
- 12pm to 12:10pm | Community Service Award
- 12:10pm to 12:35pm | Presentations
- 12:35pm to 12:45pm | Looking Back/Forwards
- 12:45pm onwards | Outside for more food, activities, and music

The Board shared personal observations and asked clarifying questions.

### **Board Education and Training**

#### Columinate Webinars

#### Co-op Cafe

Kristina registered some Board Members for some upcoming cafe courses.

### **Draft Board-Management Retreat Agenda**

Kristina presented the agenda proposed for the fall retreat, which is scheduled for Sunday, October 1<sup>st</sup>, 9:00am - 2:30pm at the South End Community Room.

*~Half-time stretch~*

### **Board Self-Monitoring**

#### D6: Board Meetings

Sam presented his review of the D6: Board Meetings, shared personal observations, and asked clarifying questions, including defining a  $\frac{2}{3}$  vote on a board with 8 Members (6 votes needed).

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

### **Open Board Time**

- Sam's gym, Active Vermont, will have its grand opening on 9/9 from 10-12.
- Myle has a connection with the board of Inclusive Arts Vermont who has an opening they are looking to fill if anyone is interested

- Jody expressed thanks for the safety of her family in light of the violence at the UNC Chapel Hill campus, where her grandchild attends college
- John highlighted the annual Art Hop event by SEABA, and shared that at the end of September, Kari Bradley, GM of Hunger Mountain co-op, will be stepping down from his position as well as Lee Bradford, GM of the Brattleboro co-op.

## **Future Planning**

### Open Member Time Follow-up

Kristina thanked members for attending.

### Review Calendar

1. Mitch can do Code of Conduct
2. Allison can do Board Officers

## **Wrap Up**

### Action Items

Emily presented 2 action items to the Board:

1. Revise July meeting minutes (see above re: “meat” not “seafood”)
2. Get in touch with Kristina if you want to present at the Member Meeting

### Meeting Evaluation

Great meeting!

## **Executive Session with GM**

The Board moved into Executive Session with the GM, Madelyn Cataford and Michael Healy at 7:38 PM. The Executive Session covered a review of the Financial Statement. Madelyn excused herself at 8:03, and Michael at 8:05. The Board then voted on the Community Service Award recipient. John left at 8:36 and the Board covered the annual GM evaluation. The Executive Board Session concluded at 8:59 PM.

## **Adjourn**

The meeting adjourned at 8:59 PM

## **Action Items**

### August 2023

**Lauren** will revise the July meeting minutes (see above re: “meat” not “seafood”) and update the calendar to reflect Mitch reviewing D4 and Allison reviewing D3 in October.

**Board Members** will get in touch with Kristina if they are wanting to present at Member Meeting.