

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

October 23, 2023

Board Attendance:

Allison Fiore (she/her), Board Member

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

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

Myle Truong (she/her), Board Member

Mitch Manacek (he/him), Board Member

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

Absent:

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

Rubin Jennings (he/him), Board Member

Also in attendance:

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

Emily O'Hara (all pronouns welcome), 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

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

Christina Moore (she/her), Working Member Owner

Preliminaries

A quorum was *not* established, and the meeting started at 6:04 PM. Board moved forward with non-voting items: Member Meeting & 50th Anniversary

Member Meeting, 50th Celebration, and Board Election Process Reflection

Board members shared their perspectives, including how they were impressed by the location, catering, and presentation, yet wished it was better attended by staff and the public. People really enjoyed both events; it might have been a matter of weather (really nice day that day after lots of rain) and/or the continual evolution of back to in-person gatherings.

Allison and Sam joined, and quorum was established, **the official meeting started at 6:16 PM.**

Review Agenda

Agenda was reviewed and approved as written with 6 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from September 18, 2023 meeting, and the meeting minutes were accepted with 6 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 2 items were removed (one task to be completed re: Candidate survey [Meaghan/Lauren]).

Open Member Time

Christina Moore, who has been a working member for 23+ years, asked for a more thorough review of pulling the Citizen Cider products from its stores and John provided context/clarity regarding the product quality concern (in his Monthly GM Update).

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding overall operations (which continue to be very good), staffing levels and retention (which continue to be relatively stable), and sales (still tracking behind budget, yet excited about upcoming holiday sales) with close to 40% of sales from self-checkout Downtown and close to 30% at the South End store. New “IDEAS” (Inclusivity, Diversity, Equity, Accessibility, and Social Justice) (formerly “JEDI” Justice, Equity, Diversity, and Inclusion) training offered.

The Board shared personal observations and asked clarifying questions.

B: Global Executive Constraint

John presented the B: Global Executive Constraint to the Board, highlighting member renewal process, staff retention, and general updates.

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

Member Patronage Refund discussion

John presented this discussion, since the Board has to review the topic annually as part of its policy, even in those years where the Co-op is not profitable. (Madelyn noted differences in reporting if the Co-op were profitable.)

The Board shared personal observations and asked clarifying questions.

Board Perpetuation Committee Update

Meaghan presented a brief update regarding the Board Perpetuation Committee - the survey provided to Board Members to review will be disseminated with their approval.

Board Budget and Co-op Financial Audit Update

Kristina provided an update on the Board budget including that she and Jody have asked the auditors to focus with the Board on data regarding days-cash-on-hand; in general, audit process went well last year and are on track to receive a similar presentation this year.

~Half-time stretch~

Board Education and Training

Columinate Webinars

Co-op Cafe

Two Board Members went to the Co-op Cafe earlier this month (Myle in Boston, for example) and two Board candidates are registered to attend CBLD 101 prior to their terms starting.

Kristina provided a reminder that October is Co-op Month!

Fall Board Retreat Reflection

Board Members shared their further reflections on the retreat; Kristina shared one takeaway that will be put into practice is having space for IDEAS as a regularly occurring item on agendas (perhaps quarterly).

Board Self-Monitoring

D3: Board Officer Elections and Roles

Allison presented her review of D3: Board Officer Elections and Roles and shared personal observations.

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

D4: Board Members' Code of Conduct

Mitch presented his review of D4: Board Members' Code of Conduct and shared personal observations, including "2.e.iii." and "5." regarding potential change(s) in language around extenuating circumstances and resignations for employees serving on the board.

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

Calendar Year 2024 Meetings

Kristina would like to propose that no changes in regard to meeting format (in person vs. zoom) are made to 2024 meetings for the first quarter. Then, there's an opportunity to engage with the in-coming new Board Members to review the calendar.

She also suggested a possible restructure of our post-retreat social event.

Open Board Time

Kristina shared how the Board is all thinking of Mitch and his family, and Mitch updated on his kiddo's progress.

Meaghan invited everyone to the Burlington Choral Society's fall concert (Beethoven's Mass in C) that she will be singing in.

Future Planning

Open Member Time Follow-up

Citizen Cider follow-up to come from Kristina, John, and Cheray.

Review Calendar

No November 2023 meeting and December meeting planning underway.

Wrap Up

Action Items

Emily presented 3 action items to the Board.

Meeting Evaluation

Made it work!

Executive Session with GM

The Board moved into Executive Session with the GM and Michael Healy at 8:19 PM. The Executive Session covered the Board Election Results. The Executive Board Session concluded at 8:54 PM

Adjourn

The meeting adjourned at 8:54 PM

Action Items

October 2023

Lauren to help Meaghan distribute the Candidate survey, including an invite to a Cooperative Board Leadership Development (CBLD) Columinate webinar.

Sam to add items “2.e.iii.” and “5.” from the D4: Board Members’ Code of Conduct to the parking lot.

Kristina to work on an email (jointly with John) regarding Citizen Cider context/clarity.