

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

January 22, 2024

Board Attendance:

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

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

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

Myle Truong (she/her), Board Member

Mitch Manacek (he/him), Board Member

Rubin Jennings (he/him), Board Member

Brian Tobin, Board Member

Jen Savas, Board Member

Shannon Kilpatrick, Board Member

Absent:

N/A

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

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

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

Preliminaries

A quorum was established, and the meeting started at 6:01 PM.

Introductions

The Board introduced themselves and welcomed the new Board Members: Brian, Jen, and Shannon.

Review Agenda

Agenda was reviewed and accepted as written with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from December 18, 2023 meeting, and the meeting minutes were accepted with the following changes/updates:

- Page 3 under GM Monthly Update, change Grater to Greater.
- Page 4 under "Board shared" = adjust definition of "*unqualified*" to: "Unqualified means that the auditors did not find material discrepancies or misstatements."

- Throughout, Emily should note: “the Board *accepted*” vs. “the Board *approved*”, moving forward.

with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 7 items were removed (all tasks completed).

Open Member Time

Annual Board Documents

Code of Conduct Agreement, Liquor License Renewal, and Background Checks

Kristina provided an overview of the Code of Conduct agreement and process.

Kristina invited Madelyn to provide additional instructions regarding the Board of Conduct Agreement, Liquor License Renewal, and Background Check Forms. Madelyn will send all forms to the Board for review and signature via an online process.

Michael Healy advised the Board to share any potential conflict of interest, even if they thought it might not qualify, airing on the side of caution. The Board asked clarifying questions and discussed the process, and each Board Member shared potential conflicts of interest verbally, in preparation for completing the form.

Conflict of Interest Declarations

Nothing to declare:

Jen, Brian, Sam, Rubin, Myle

Potential:

- Kristina works for the Vermont Agency of Agriculture, Food & Markets, which occasionally collaborates with the Co-op.
- Mitch’s employer sometimes works with brands that the Co-op has worked with in the past, but not at this time.
- Shannon’s sister used to work for Miss Weinerz and is friends with the founder online.
- Michael recuses himself from any decisions that might be associated with his consulting clients.
- Jody’s son works for a vendor (Ben & Jerry’s) who works in the social mission department (not sales or marketing).

Paper Packet Option

[No one requested it.]

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding budget underperformance and the dynamic nature of balancing sales, labor, etc. with an emphasis on

improvements in the Downtown Front End staffing levels. Both local Burlington developments and general retail industry shifts are factors.

The Board shared personal observations and asked clarifying questions around membership strategy and parking updates.

B3: Asset Protection

John presented the B3: Asset Protection, highlighting insurance and coverage.

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 accepted the report as demonstrating compliance with the policy, with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

Board Perpetuation Committee Update

Jody presented a brief update regarding the Board Perpetuation Committee highlighting a call for an additional Committee member. Updates will continue over the coming months.

~Half-time stretch~

Board Self-Monitoring

C1: Delegation to the General Manager

Sam presented his review of C1: Delegation to the General Manager and shared personal observations.

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

D10: Community Service Award

Mitch presented his review of D10: Community Service Award and shared personal observations.

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

FY 2023 Annual Report and Global Ends Report

The Board reviewed the Annual Report, highlighting the evolution of the Co-op (revamping of Community Connections, electronic receipts, 50 years, etc.). Board Members shared observations and asked clarifying questions.

Board Work Plan Review

Kristina and Sam introduced the FY2023 Board Work Plan to the Board.

Meeting Dates and Locations for 2024

Think about bumping up the December 2024 meeting (if no November meeting).

Board Education and Training

Columinate Events

Financial training for Board Directors; Jen would like to take CBL 101 on April 20.

2024 NOFA-VT Winter Conference

The NOFA-VT Winter Conference takes place on Feb 17-18. Board Members are invited to attend and Kristina is helping with registration.

CCMA 2024

Board Officer Roles & Officer Interest Declarations

Kristina provided an overview of the Officer selection process and invited folks to share if they were interested in any of the positions.

Elect a Board Secretary for Jan and Feb

Myle volunteered. The Board accepted with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

Open Board Time

Future Planning

Open Member Time Follow-up

No follow-ups were needed.

Review Calendar

Suggestion to move D1: Governing Style to February.

Wrap Up

Action Items

Emily presented 6 action items to the Board.

Meeting Evaluation

Good! A lot of ground covered.

Adjourn

The meeting adjourned at 8:54 PM with no executive session.

Action Items

January 2024

All Board members sign and complete annual documents by Friday, February 2nd.

Any Board member interested in attending NOFA Conference to let Kristina know no later than February 1st.

Kristina and John to think about possible December 2024 meeting date change.

John will send the gluten-free test results from Citizens Cider.

Lauren will update the calendar to reflect Jody reviewing the D1 in February and Mitch reviewing the D9 in March.