

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

February 19, 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 Barr (she/her), Board Member

Mitch Manacek (he/him), Board Member

Rubin Jennings (he/him), Board Member

Brian Tobin (he/him), Board Member

Jen Savas, Board Member

Shannon Kilpatrick (she/her), Board Member

Absent:

Also in attendance:

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

Emily O'Hara (any/all), 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

Serrill Flash (he/him), Community Member

Preliminaries

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

Review Agenda

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

Review Minutes

The Board reviewed the meeting minutes from January 22, 2024 meeting, and the meeting minutes were accepted with the following change/update:

- Conflict of Interest Section: Jody's name can be struck from the nothing to declare list
- Page 4: add Kristina's edit: "Under Potential: Kristina works for the Vermont Agency of Agriculture, Food & Markets, which occasionally collaborates with the Co-op."
- Page 5: Board Work Plan Review = move this section to the Annual Report & Global Ends Report: "[...] highlighting the evolution of the Co-op (revamping of Community Connections, electronic receipts, 50 years, etc.)."

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

Review Action Items

The Board reviewed the Action Item list and 5 items were removed (all tasks completed).

Open Member Time

Elect Board Officers

All current officers received full supporting votes to continue in their roles.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding underperforming sales, but trends shifting upwards in the current month (February) along with on-going safety challenges. He invited Trish to share highlights about the mental health first-aid training, social media recruitment and data collection.

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

John presented the B4: Financial Condition, highlighting performance, grocery trends, customer-to-member conversion, current debt, and cash flow.

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

B6: Emergency GM Succession

John presented the B6: Emergency GM Succession, highlighting procedural updates. John informed the Board that as of February 1, there would be a change with Trish Redalieu moving into the GM interim successor position and Madelyn Cataford moving into the second GM interim successor position.

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

Board Perpetuation Committee Update and Charter Review

Jody presented a brief update regarding the Board Perpetuation Committee after meeting with Megan. They are seeking 1-2 new Board Members to serve on the committee.

Board Education and Training

2024 NOFA-VT Winter Conference

- Brian discussed food insecurity and farm resilience workshops noting crossover with John's newsletter messaging and Co-op framing.
- Shannon discussed finance, organic produce marketing, and soil testing workshops. (Questioned NOFA's organic purchase data/shared a suggestion on market research surveying.)

Columinate Training & Events

Rubin discussed four-week Finance Training for Directors and how it illuminated the work that John, Madelyn, etc. do for Co-op's finances.

NFCA Annual Meeting

Kristina and John shared about NFCA including how the Co-op is a founding member and has always played a very active role. (Shannon expressed interest in attending/carpooling.)

CCMA Annual Meeting

- John spoke about the high attendee fee; can send up to three people this year (to Portland, ME).
- Kristina and Rubin shared their experiences about breakout sessions, camaraderie, etc.

~Half-time stretch~

Board Self-Monitoring

D1: Governing Style

Jody presented her review of D1: Governing Style 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.

Open Board Time

Board Members shared recent life updates, successes, and highlights.

Future Planning

Open Member Time Follow-up

No follow-ups needed.

Spring Retreat & Summer Social

John and Kristina are finalizing the plans for the Spring Retreat in the South End Community Room on April 21st. They also plan to organize a separate summer social – more details to come.

Review Calendar

- Sam to lead D8 at April's meeting.
- Myle to lead C2 at May's meeting.

Wrap Up

Action Items

Emily presented 3 action items to the Board.

Meeting Evaluation

Good meeting. Much to celebrate.

Executive Session with GM

The Board moved into Executive Session with the GM, Madelyn, and Michael, at 8:11 PM. The Executive Session covered the Q2 Financial Statements and Balance Sheet, updates on Parking at the Downtown store, and preparations for the Eclipse on April 8th. Executive Board Session with the GM and Michael adjourned at 8:59 PM.

Adjourn

The meeting adjourned at 8:59 PM.

Action Items

February 2024

Anyone interested in attending CCMA, please email John and Kristina.

Anyone interested in attending NFCA, please email John and Kristina by the end of February.

Anyone interested in joining the Board Perpetuation Committee, let Jody know.