

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

Board of Directors Meeting

In Person, South End Community Room

June 24, 2024

### **Board Attendance:**

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

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

Myle Barr (she/her), Board Member, Secretary

Mitch Manacek (he/him), Board Member

Shannon Kilpatrick (she/her), Board Member

### **Absent:**

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

Brian Tobin (he/him), Board Member

Jen Savas, Board Member

### **Also in attendance:**

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

John Tashiro (he/him), General Manager

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

Jenny Grace, Co-op Member (invited by Sam)

\*Cheray MacFarland, Director of Community & Marketing

\*Trish Redalieu, Director of People & Culture

\* Joined at 7:51 PM for Exec session

### **Preliminaries**

A quorum was established, and the meeting started at 6:06 PM.

### Review Agenda

The agenda was reviewed and approved as written with 5 supporting votes.

### Review Minutes

The Board reviewed the meeting minutes from June 24, 2024 and had no changes, or updates.

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

### Review Action Items

The Board reviewed the Action Item list, and all were completed.

### **Open Member Time**

## **GM Reporting**

### Monthly GM Update

John presented the GM Update to the Board, highlighting the positive revenue trends for the first four months of the calendar year where we exceeded the budget. However, May fell short to budget and June is trending to fall short as well. Overall, we would likely fall slightly short of our planned \$58M budget. He mentioned the challenges with the safety of Downtown (DT) and Management taking measures to ensure ongoing safety among our staff and customers that led to the temporary removal of the outside tables and chairs. The South End (SE) is seeing some strong sales growth likely attributed to the conclusion with most of the Champlain Parkway construction in the vicinity of the store. Catering has continued to see growth and the DT invested in some new merchandising configurations with FY24 CapEx funds that were available.

The Board shared personal observations and asked clarifying questions.

### B9: Membership

John presented the B9: Membership and highlighted plans to continue growing Membership. Typically, Members have larger basket sizes and shop more frequently.

The Board shared personal observations and asked clarifying questions on the # of Members who voted in elections vs. number of mailed ballots. There may be a need to clarify the chart on bottom of page 5 titled, "Members Vote," in elections. The heading may need to be updated for the digital platform compared to what was mailed. This also prompted the need for clarity with the table on the top of page 3 between physically vs digitally mailed.

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

### **Board Perpetuation Committee update:**

John, Cheray, and Mitch have been in touch to create the brochure for Board recruitment. The Committee meets on the 1st Saturday of each month and is creating content for the brochure by July. The Committee is also working with Carrie Logan on Summervale tabling. The Committee is interested in having more presence at Summervale to generate interest in the Board elections and having Members run for the Board. A Board social is scheduled on July 18<sup>th</sup>, which will take place at Summervale. John is scheduled to speak at that Summervale and suggested someone from the Committee to also join him and talk about Board elections and Members running for the Board.

Mitch asked the question on whether the Board is or isn't considering appointing for the vacant BOD position. Kristina clarified that time was running out to appoint and the challenges with a newly appointed Board Member needing to decide on whether to run before the end August Board candidate deadline. John clarified not having any potential candidates to appoint at this point and that Rubin's term would conclude at the end of this calendar year. With that said, the

Board agreed to keep the vacated Board position open and not move forward with an appointment.

## **Board Education and Training**

### CCMA Recap

Sam shared how it exceeded expectations, learned a lot and was glad to co-present with John and Kristina. Kristina noted how valuable it was to meet with other Co-ops around the country and to present at CCMA. John was happy to share that there was a lot of positive feedback on their presentation and session based on the survey they received from attendees. Michael noted this being his 25th CCMA in attendance, noticed how the demographics of attendees had shifted and that it was inspiring.

### Columinate Webinars & Events

Kristina mentioned that in-person Co-op Cafés are coming back, and one is being planned in November in Keene NH. Board Members were encouraged to attend whether in person or virtually as well.

## **Board Self-Monitoring**

### C3: Monitoring Manager Performance

Sam presented his review of C3: Monitoring Manager Performance and shared personal observations.

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

*~Half-time stretch~*

## **FY25 Board Work Plan**

Kristina noted that she shifted some of the Board policies around to not have such a crunch in the December Board meeting.

## **Open Board Time**

Kristina announced that Mary Mullally has been hired as the new General Manager of Hunger Mountain Coop. She has been acting as the interim GM, but has now been hired as the permanent new GM.

## **Future Planning**

### Open Member Time Follow-up

Thanks to Sam for inviting Jenny.

Kristina reminded Board Members to think about who to nominate for the Community Service Award.

D6: Myle volunteered to review D6 policy for the August Board meeting.

## Review Calendar

Michael noted the Board orientation sessions are scheduled with the following Board Members:

- Mitch - August 6
- Shannon - August 21
- Jody(unconfirmed) - August 26, Kristina will be back up if Jody cannot make it.

## **Wrap Up**

### **Action Items: June 2024**

**Kristina** asked for **John** to update the Board calendar for the change in policy reviews for the December 2024 and March 2025 Board Member meetings per the workplan changes.

**Michael** will confirm with Jody if she is available for the Board orientation on August 26<sup>th</sup>, 2024.

**John** will send out an email asking for confirmation from Board Members on their attendance to the July 18<sup>th</sup> Board Social at Summervale.

**Mitch** will let the Perpetuation Committee know that we will not be appointing a Board Member for the vacated Board Member position.

Madelyn presented action items to the Board.

## Meeting Evaluation

End time of Board Meeting at 7:50 PM

## **Executive Session with GM**

The Board moved into Executive Session with the GM, Trish, Cheray, and Madelyn at 7:51 PM. The Executive Session covered a negotiation update and the FY25 Business Plan.

The Board further continued in Executive session without the GM and staff for the annual GM evaluation. It started at 8:39 PM.

The Board concluded and came out of the Executive session at 8:51 PM.

## **Adjourn**

The Board meeting adjourned at 8:52 PM