

Onion River Co-op/City Market

Board of Directors Meeting

Remote Teams Conference*

October 25, 2021

Board Attendance:

Eric Boehm (he/him), Board Member, President

Joanna Grossman (she/her), Board Member, Vice President

Meaghan Diffenderfer (she/her), Board Member

Allison Fiore, Board Member (arrived late)

Jody Landon (she/her), Board Member

Faye Mack (she/her), Board Member

Kristina Sweet (she/her), Board Member

Myle Truong (she/her), Board Member

Absent:

Rubin Jennings (he/him), Board Member, Secretary

Also in attendance:

Michael Healy, Member, Board Meeting Facilitator

Kiersten Tavares (she/her), Member, Board Minutes-Taker

John Tashiro (he/him), General Manager

Madelyn Cataford, Director of Finance & IT

Michael Clauss, Assistant Director of Operations – Executive Chef

Claire Ross, Assistant Director of Operations - Purchasing

Mae Quilty (she/her), Assistant Director of Community Engagement

Patrick Tracy (he/him), Membership Manager, Member and Board Minutes-Taker

Serrill Flash, Member

A quorum was established, and the meeting started at 6:02 PM.

Preliminaries

Review Agenda

The Board reviewed the agenda, and the agenda was approved as written.

Review Minutes

The Board reviewed the meeting minutes from the September 2021 meeting, and the meeting minutes were accepted as written with one update: update the spelling of Meaghan Diffenderfer's name in the section after the September 2021 halftime stretch. The Board shared appreciation

Review Action Items

The Board reviewed the Action Items list, and one action item was removed.

Open Member Time

The Board presented space for Member comment, and no comments were provided.

GM Reporting

Monthly GM Update

John presented his monthly report to the Board. Highlights included but were not limited to staffing the stores continues to be a challenge, contact tracing and COVID-19 protocols continue to be thorough and comprehensive if/when cases are identified, and theft continues to be a challenge (especially in the Downtown store).

Madelyn provided a brief finance update.

The Board shared personal observations and asked clarifying questions.

Allison Fiore joined the meeting during the Monthly GM Update (around 6:20pm).

Michael C. provided a brief update on prepared foods, reflecting on staffing challenges and how these are impacting the hot bar and the custom sandwich services.

Claire provided a brief update on purchasing, sharing challenges with supply change disruptions impacting orders and distribution with regional and national brands. Local producers are continuing to reliably provide products (approximately 40% of City Market's sales).

B: Global Executive Constraint

John presented the B: Global Executive Constraint report to the Board.

The Board shared personal observations and asked clarifying questions.

John and Madelyn provided additional supporting information to the Board.

The Board found the definitions and interpretations reasonable, the data sufficient, and the data demonstrated compliance with the policy.

The Board accepted the report as demonstrating compliance with the policy, with eight supporting votes, no abstentions, and no dissenting votes.

B11: Subsidiary Business

John presented the B11: Subsidiary Business report to the Board, and the Board did not have personal observations or clarifying questions.

The Board found the definitions and interpretations reasonable, the data sufficient, and the data demonstrated compliance with the policy.

The Board accepted the report as demonstrating compliance with the policy, with eight supporting votes, no abstentions, and no dissenting votes.

Perpetuation Committee Update

Meaghan provided an update to the Board regarding the Perpetuation Committee's progress. She invited Members to share the invitation to apply far and wide. The applications would potentially be due

December 31, and the opportunity to apply would potentially run in an upcoming issue of the Onion Skin.

Board Self-Monitoring

D4: Board Members' Code of Conduct

Joanna presented her review of D4: Board Members' Code of Conduct to the Board.

Joanna noted some potential language changes to item #5 to soften the language, since Board Members are not necessarily removed if they miss a training; attending the trainings and all meetings is expected. However, Joanna did not feel pursuing an update was necessary at this time.

Meaghan opened discussion on the item regarding staff members on the Board. Michael shared the language was from the C-build template, and provided context around why it is included in the template, inviting the Board to decide if they wish to change it. The Board felt it was worth evaluating and shared their appreciation for Meaghan bringing it up; this was added to the Parking Lot.

John shared the Board's delivery of one voice has been incredibly valuable to the leadership team and the cooperative, as a whole.

Seedling Grant Recommendations and Decision

John invited Mae to provide an overview of the process, with appreciation for the work she put into the process.

Mae provided the Board with a brief overview on the Seedling Grant process and presented the proposed grant recipients and their project synopses. This was the current Grant Committee's second year of a two-year term; the Committee worked very efficiently and effectively, meeting virtually via MS Teams. The Grant requests were for larger amounts than previous years.

The Board asked clarifying questions.

The Board voted to approve the Grant Committee's proposed Seedling Grant recipients.

~ Half-time Stretch ~

Don Schramm Award Brainstorming

Eric opened discussion with the Board to reflect on the Don Schramm Award shortly after the Board experienced the process. As part of the discussion, Eric asked the Board to review the award's place in the Board's policies and processes, reflect on challenges in the process, and brainstorming possible solutions for the identified challenges.

Joanna captured some of the ideas raised during the August 2021 Board Meeting in the Parking Lot, and Eric provided a summary of those notes for the discussion along with the B10 and D10 policy references to the Award.

The Board discussed some of the ideas and considerations on the table including opening the award to non-members, providing free membership with the award, rebranding the award, incorporating the story

behind the name/history of the award, moving nominations who did not receive the award into the following year/selection, accepting nominations year round (rolling nominations), redeveloping the nomination process and tool to be more accessible and easier to use, and discontinuing the award. The Board also discussed dissemination and promotion of the award.

John provided some clarifying information regarding the award, views regarding Membership and gifting membership, and award criteria. Mae also provided a brief update on web updates currently underway, which will allow the City Market website to host fillable forms, which hasn't been available in the past.

Member Meeting Debrief

John shared deep appreciation for all of Mae's hard work planning another virtual Member Meeting, and invited Mae to provide a quick update on the work leading up to the meeting, working under new meeting-delivery software. Mae highlighted the incredible team effort that went into delivering this year's meeting.

The Board shared their personal reflections which included but were not limited to enjoying the snack packs, the Zoom platform, the loveliness of embracing a digital production with wonderful graphics and colors, recommendation to do more live (if we need to do it this way again next year) to add more organic feel, and appreciation for incorporating staff into the presentation.

Fall Festive (10/27)

Eric presented information on the upcoming Fall Festive social event, including plans for an opening ice breaker. Michael H will lead the ice breaker, which has an assignment: bring and object with you that is important to you and helps folks get to know you better, and be prepared to tell everyone about it in about one minute. John shared the Fall Festive will occur at the Intervale Center barn, and they are serving El Cortijo for dinner. John reminded folks to bring warm clothes for when the sun sets.

The Board asked clarifying questions.

Retreat (11/13) Preparation

Eric presented on the November 13 Retreat, which will focus on the multi-year financial forecast and business plan. The retreat will occur virtually, on November 13, 9:30am – 1:30pm. John will provide forecast materials no later than five days prior to the retreat.

Board Election Certification

John presented on the Board Election Certification process, which will occur as an Action without Meeting due to the election closing between meetings. The certification will occur in a 30-minute session with at least five Board members (quorum), and the results will be certified by two folks because our current Board Secretary is also an incumbent; thus, the Board president will also certify the results prior to presenting them to the Board.

Open Board Time

Myle shared personal knowledge on the work out of the Refugee Resettlement Program, and she shared she would like to see City Market tap into this resource for improved community engagement.

Joanna shared appreciation for the Board's continued dedication, in light of a recent higher demand on everyone's time. She also shared gratitude for City Market donating bags for a recent incredibly successful food drive.

Faye asked about how staff may be supported under serious COVID-19 illness. John shared a brief overview on the current protocol as it relates to confidentiality and HIPPA protocols; the health of the staff continues to be the leadership team's highest priority.

Meaghan shared customer feedback she received on the floor recently regarding hopes for return of some of the COVID-19 protocols the stores used to employ at the peak of the pandemic (i.e., plexiglass).

A Board Member shared appreciation for the South End store's squash display.

The Board also asked about the vaccine mandate. John shared they are still waiting for final guidance from OSHA.

Future Planning

Open Member time follow-up

No member comment necessitating response.

Review Calendar

No calendar updates.

Action Items

The Board reviewed the meeting action items.

Wrap Up/Meeting Evaluation

The Board shared appreciation for efficient and effective meetings.

Executive Session

No executive session.

Adjourn

The meeting adjourned at 8:21pm.

Action Items

October 2021

Michael H will email the retreat prework to the Board as a single email, highlighting the ask, and providing the details on time and location.

John will provide the Board with the forecast materials for the November 13 retreat at least five days prior to the retreat.

The Board will review the retreat prework on the multi-year forecast preview, which they will receive at least five days prior to the retreat.

September 2021

Eric, Kristina and Madelyn would plan to present language at the November Board meeting regarding the D3 in consideration of whether to add President and Treasurer to be liaisons with our auditors.

John would plan to review the gender pronouns within the D monitoring files on the website.