

Onion River Co-op/City Market

Board of Directors Meeting

Remote Teams Conference*

November 15, 2021

Board Attendance:

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

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

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

Kristina Sweet (she/her), Board Member, Treasurer (arrived late)

Meaghan Diffenderfer (she/her), Board Member

Allison Fiore (she/her), Board Member (arrived late)

Jody Landon (she/her), Board Member

Faye Mack (she/her), Board Member

Myle Truong (she/her), Board Member

Absent:

None.

Also in attendance:

Michael Healy, Member, Board Meeting Facilitator (arrived late)

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

John Tashiro (he/him), General Manager

Madelyn Cataford, Director of Finance & IT

Eric Pierce, Director of Operations

Trish Redalieu, Director of People & Culture

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 October 25, 2021 meeting, and the meeting minutes were accepted as written.

Kristina arrived after minutes were reviewed. During the half-time stretch, Kristina proposed the following edits/updates be made to the October 25, 2021 Meeting Minutes: “Kristina Sweet (she/her), Board Member” updated to “Kristina Sweet (she/her), Board Member, Treasurer” in the attendance (appointed to treasurer in August 2021) and, on page 5, “C-build” should be “CBLD”, the Cooperative Board Leadership Development program of Columinate.

After the half-time stretch, the Board revisited the meeting minutes from the October 25, 2021 meeting, and the meeting minutes were accepted as written with Kristina's proposed edits.

Review Action Items

The Board reviewed the Action Items list, and four items were removed.

Kristina arrived during the review of the action items, around 6:05pm.

Open Member Time

Kiersten Tavares and Serrill said hello, and Kiersten shared appreciation for all of the Board's work.

Record Election Results in the Minutes

John provided the outcome of the 2021 Board of Directors Election. Incumbents Myle Truong, Rubin Jennings and Kristina Sweet have been elected to 3-year terms, incumbent Allison Fiore was elected to a 2-year term, and new Board Member, John Davidowitz, was elected to a 1-year term.

Kristina Sweet joined the meeting during the Election Results presentation, around 6:10pm.

GM Reporting

Monthly GM Update

John presented his monthly GM update to the Board. John invited Eric P. to present updates on staffing and shift structures. John also invited Trish to provide updates on recruitment efforts and procedures, attention to exit interviews to identify opportunities for improvements, and adaptations to face the challenges of the current labor market.

The Board shared personal observations and asked clarifying questions.

Allison Fiore and Michael Healy joined the meeting during the GM Update, around 6:20pm.

B8: Board Elections

John presented the B8: Board Elections report to the Board, and the Board shared personal observations. The Board did not have clarifying questions. John shared appreciation for Mae and her team for contributions to the report, their work on the election platform, communication improvements across the process, and distribution of the Member gift/snack packs.

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 nine supporting votes, no abstentions, and no dissenting votes.

B4: Financial Condition

John presented the B4: Financial Condition report to the Board, and the Board shared personal observations and asked clarifying questions. John and Madelyn provided additional regarding their ongoing work and communications with Mascoma Bank.

The Board has dedicated time in executive session to discuss the financial statements related to the B4 report further.

Madelyn discussed current plans for addressing noncompliance for the financial projections and budget forecast.

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

The Board accepted the report as demonstrating compliance with the policy, except where noncompliance noted, with nine supporting votes, no abstentions, and no dissenting votes.

Joanna invited folks to reach out if they have any questions regarding this and other reports, considering the complexity in this and potentially future reports, reminding folks to continue to lean into the resources they have available to be successful in their roles.

PPP Loan Update

Madelyn updated the Board on the PPP loan. Leadership recently received email notification the PPP loan was forgiven. However, leadership also noted they are looking into this news further; there are some tax and audit considerations that still need to be addressed.

Perpetuation Committee Update

Meaghan presented a brief update on the Perpetuation Committee. Planning and logistics are underway to re-launch the Committee under the updated structure.

The Board asked clarifying questions.

Board Self-Monitoring

C1: Delegation to GM

Eric presented his review of C1: Delegation to GM to the Board, and shared his personal observations.

The Board did not have personal observations or clarifying questions.

Eric found the Board in compliance with the C1 policy.

D7: Trusteeship & Relationship to Members

Faye presented her review of D7: Trusteeship & Relationship to Members to the Board, and share her personal observations. Faye shared the policy did not address how the Board receives feedback or comment from the membership, which she found a little curious; however, she also shared this could be captured in other policies.

The Board did not have personal observations or clarifying questions.

Eric and John provided information regarding the Board email account: all emails receive a response, and follow-up occurs with the intent to address the Member's question. If John receives an email where the individual asks that it be passed along to the Board, he ensures the message is delivered.

Faye found the Board in compliance with the D7 policy, and the Board will consider incorporating feedback and communications procedures to further support bi-directionality to the member-Board relationship into the policy, in the future.

Patronage Refund

John invited Madelyn to present an overview of the Patronage Refund process to the Board to ensure understanding. Madelyn clarified that the criteria to offer a Patronage Refund is only possible when the Cooperative is profitable.

The Board shared personal observations and asked clarifying questions.

~ Half-time Stretch ~

Open Board Time

Eric B. shared a recent exciting and positive life event will draw more of his attention and bandwidth, which has led him to the decision to step down as president. Eric invited any member of the Board to share if they would be interested in stepping into the position sooner than the February elections. Eric hopes to make an earlier transition as soon as possible (i.e., by the December meeting). The Board asked clarifying questions. Kristina shared interest in stepping into the interim role, and Joanna offered additional support in her role as the Vice President.

Myle shared her appreciation for Joanna always offering additional help to the newer members. Myle shared she wishes she was asked more often whether she would like to round up for Rally for Change when checking out; she finds she has to request it. John shared the cashiers are trained to ask about Round Up as part of the formal and structured training; however, he recognizes they've had a lot of turnover and folks who are still early in their training as well, and this can sometimes be dropped during busier times. John thanked Myle for sharing the feedback.

Future Planning

Open Member Time Follow-up

No member comment necessitating response.

Future Spring Splendor

Eric shared the Fall Festive and Summer Sizzle were positive experiences, so he and John are hoping to make these an ongoing practice, especially as the pandemic continues to linger. They look forward to creating more positive, fun and safe engagement opportunities.

Review Calendar

Faye volunteered to review D11: Board Perpetuation at the December meeting.

Wrap Up

Action Items

The Board reviewed the action items.

Meeting Evaluation

Eric apologized for the meeting being early, and folks reminded him that isn't something for which anyone needs to apologize.

Executive Session

The Board moved into Executive Session at 7:38 PM to review Board Member Announcements. The Executive Board Session began at 7:40 PM and came out of Executive Session at 8:11 PM

Adjourn

The meeting adjourned at 8:13 PM.

Action Items

November 2021

The Board will email Joanna and Eric if they are interested in serving in the interim Board President role prior to the December meeting, where the role will be appointed.

October 2021

N/A

September 2021

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