

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

Board of Directors Meeting  
Remote Teams Conference\*  
December 13, 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  
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  
Kiersten Tavares (she/her), Member, Board Minutes-Taker  
John Tashiro (he/him), General Manager  
Madelyn Cataford, Director of Finance & IT  
Mae Quilty (she/her), Assistant Director of Community Engagement  
Brent Demers, Assistant Director of Operations - Logistics  
Sarah Richards, Audit Partner, Gallagher & Flynn Co.  
Christopher Howard, Manager – Accounting & Assurance Services, Gallagher & Flynn Co.  
Claire Ross, Assistant Director of Operations - Purchasing  
Patrick Tracy (he/him), Membership Manager, Member and Board Minutes-Taker  
John Davidowitz, newly-elected Board Member (Jan. 01 start date)  
Serrill Flash, Member

A quorum was established, and the meeting started at 6:04 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 November 15, 2021 meeting, and the meeting minutes were accepted with the following edits: Duplicate arrivals for Kristina – update to reflect the first meeting arrival, update to reflect launching the committee for the first time, update final notes/reflections to say “apologize for the meeting ending early.”

#### Review Action Items

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

### **Open Member Time**

Serrill shared he has observed incredible professionalism from everyone at the Cooperative these past two years, and he shared his appreciation.

### **Auditors' Presentation**

Eric provided an introduction for Sarah Richards & Chris Howard, Audit Partners, from Gallagher & Flynn Co., and invited Madelyn and John to provide additional introduction.

Sarah launched the annual audit presentation with appreciation to Chris and his team for all of the work they put into the presentation. The presentation provided an overview of Audit Engagement, understanding the audit process, the rules for the audit, audit results, and an overview of financial indicators and data points for the Cooperative.

Gallagher & Flynn provided the Cooperative received an outcome of "Unqualified report" on the financial statements - the financials presented fairly with no significant concerns, and they found no identified significant deficiencies or material weaknesses with internal controls over financial reporting. Sarah shared appreciation for Madelyn and her team's contributions to the process.

Sarah also provided upcoming changes for the coming years to help the Board prepare for some variations in the Auditing process.

The Board shared personal observations and asked clarifying questions.

*Allison F. joined the meeting during the Gallagher & Flynn Co. presentation, around 6:20pm EST.*

### **Executive Session with Auditors**

The Board moved into Executive Session with Auditors at 6:45 PM. The Executive Board Session with Auditors began at 6:46 PM and came out of Executive Session with Auditors at 7:13 PM

*~ Half-time Stretch ~*

### **GM Reporting**

#### Monthly GM Update

John presented the Monthly General Manager Update to the Board. John focused on the recently-reinstated City Wide Mask Mandate and Cooperative response to recent Bove's Seven Days exposé.

The Board shared personal observations and asked clarifying questions.

#### A: Ends

John presented the A: Ends report to the Board, and the Board shared personal observations and asked clarifying questions.

The Board found the definitions and interpretations reasonable, the data sufficient, and the data demonstrated reasonable progress and accomplishment of the Ends.

The Board accepted the report as demonstrating reasonable progress and accomplishment of the Ends with nine supporting votes, no abstentions, and no dissenting votes.

### B3: Asset Protection

John presented the B3: Asset Protection report to the Board, and the Board asked clarifying questions.

The Board found the definitions and interpretations reasonable, the data sufficient, and the data demonstrated compliance with the policy, except the one area where noncompliance was noted (section 3.8).

The Board accepted the report as demonstrating compliance with the policy, except where noncompliance was noted (section 3.8), with nine supporting votes, no abstentions, and no dissenting votes.

### **Perpetuation Committee Update on Upcoming Steps**

Meaghan provided an update on the Board Perpetuation Committee launch. The online application opened and applications are accepted through January 31, 2022. The Board plans to select final committee membership at the 2022 February Board of Directors Meeting.

### **Board Self-Monitoring**

#### D11: Board Perpetuation

Faye shared her review of D11: Board Perpetuation to the Board, and shared her personal observations.

Faye found the Board in compliance with the policy.

The Board did not have personal observations or clarifying questions.

### **Board President Vote and Next Steps**

Joanna provided an overview on the off-cycle Board President appointment.

Kristina Sweet shared interest in serving as the interim Board of Directors President position through the next Officer election (February 2022).

The Board voted to approve Kristina Sweet as the Board of Directors president with nine supporting votes, no abstentions, and no dissenting votes.

### **Appreciation for Departing Board Member - Faye**

The December 2021 meeting is Faye's final meeting after nine years of service.

The Board shared messages of appreciation for Faye and her years of service to the Board and the Cooperative, and John presented Faye with a gift basket, on behalf of the Cooperative.

### **Open Board Time**

Myle shared she connected with her brother at the Vermont Refugee Resettlement Program regarding a potential staffing pipeline for the Cooperative to provide jobs and provide more diversity in the

Cooperative workforce. Myle will put John in touch with her brother. Joanna was also interested in connecting with the program.

### **Future Planning**

#### Open Member Time Follow-up

No member comment required follow-up.

#### Review Calendar

Meaghan volunteered to review the D10: Community Service Award Policy.

C-BLD 101 is scheduled for January 15, 2022; this is a foundational orientation/professional development for new Board of Directors members. Any Board member who hasn't yet participated are encouraged to attend. Board Members can apply director via the Columinate website.

### **Wrap Up**

#### Action Items

The Board reviewed two action items identified during the meeting.

#### Meeting Evaluation

The Board appreciated hosting the auditor presentation and executive session early in the meeting, when folks were "fresher."

The Board also shared appreciation for the auditors and Ends reports.

### **Executive Session with GM**

The Board moved into Executive Session with the GM at 8:45 PM to discuss the Annual Staff Survey. The Executive Board Session with GM began at 8:46 PM and came out of Executive Session with GM at 9:09 PM

### **Adjourn**

The meeting adjourned at 9:10 PM.

### **Action Items**

#### December 2021

**Myle** will connect John with her brother, at the Vermont Refugee Resettlement Program.

**John** will be processing various documentations eg Code of Conduct, Liquor License with the Board leading up to the January BOD meeting.