

Onion River Co-op/City Market
Board of Directors Meeting
February 24, 2020

Board Attendance:

Faye Mack, Board Member, President
Eric Boehm, Board Member, Vice President
Caroline Keller, Board Member
Jody Landon, Board Members
Jim Rudolph, Treasurer
Allison Searson, Secretary
Leah Soderquist, Board Member
Kristina Sweet, Board Member

Absent:

Joanna Grossman, Board Member

Also in attendance:

Michael Healy, Board Facilitator
John Tashiro, General Manager
Caroline Aubry, Membership Manager
Madelyn Cataford, Director of Finance
Mae Quilty, Outreach & Education Manager
Kiersten Hallquist, Member & Board Minutes-Taker
Serrill Flash, Member
Kiersten Wulff, UVM Nurse Practitioner Student

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

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The January 27, 2020 minutes were accepted as written.

Review Follow-Up Items

The Board review the Action Items list, and eight items were removed.

John proposed moving his share of the NCG survey and report that was presented at the Co-op Café to the next Board Retreat, to coincide with a 12-minute overview video.

Open Member Time

The Board Members, special guests, City Market staff, and Members in attendance introduced themselves.

Kiersten introduced herself to the Board and shared she is attending as part of an assignment for her Leadership in Nursing and Healthcare course; she has selected City Market Board of Directors to observe as part of her course.

Kiersten, member and minutes-taker, shared her involvement in the Full Barrel Cooperative Brewery and Taproom as a member of the Board. She shared that there are four seats are open for the upcoming election and appreciates any help in spreading the word to anyone who might be interested in a cooperative board leadership position; applications are due March 04.

The Board asked clarifying questions.

Reflections from NOFA Conference

The Board discussed attendance at the Northeast Organic Farming Association Conference, and shared their reflections.

Jody presented to the Board on her experience at the NOFA Conference, including sessions on migrant justice. Caroline K attended sessions on supporting small family organic forms (“Real Organic Project”) and working collective farms as well as other sessions.

Kristina attended as a representative of the Agency of Agriculture. She enjoyed listening from Krista Scruggs of ZAFAs Wine and listen to how the Vermont wine industry has grown over the past few years. She also attended a session on “lean farming” (set of corporate/factory management techniques for continuous improvements of processes that are being modified to apply to other structures, like the office or farming work-environments).

Eric attended some of the conference on Sunday, including an excellent session on advocating for food access incorporation into municipal planning, presented by our very own Faye Mack!

Faye attended and led a workshop. She networked with a lot of stakeholders including but not limited to a Middlebury Food Cooperative board member, staff from City Market, farmers who support cooperatives.

Elect Board Officers

The Board voted on Board Officer Roles. The Board elected: Faye as president, Eric as Vice President, Jim as treasurer, and Alison as Secretary.

Board Perpetuation Discussion

Faye shared the Board Perpetuation Committee Charter from last year. The Board reviewed background information about Board Perpetuation work, last year’s charter, and a provided memorandum on Board Perpetuation. Faye asked the Board to think about how they would like to move forward.

The Board reflected on the content, and shared reflections and priorities.

The Board has historically taken incremental steps to improving the process; they could continue this way forward or explore a bigger step, however, capacity to delivery is always a consideration. The Board wants to consider what phase of the work they want to focus on this year – this will

depend on the desired outcomes (i.e. number of candidates we get, the depth or diversity of the candidates, etc.).

Eric proposed dedicating more energy to preparing and educating members on how to discern between the candidates.

Faye feels the Board has done a good job in making candidacy accessible. She would like to see more diverse individuals accessing the content and tools that have been developed. This could be explored several ways: a nominations committee or opportunities between member work and Board to have broader scales of engagement to build more movement toward Board participation.

Leah shared a desire to cultivate more diverse networks. She sees the benefits that would occur across many aspects of the cooperative, beyond just the Board work.

Jim also shared expanding opportunities to recruit to help support diversifying the Board.

Faye proposed the development of a committee composed of two Board Members, John, and City Market staff to develop strategies to expand diversity for City Market (Board, staff, etc.) to better represent the population they serve. The committee would develop a proposed process and structure to increase diversity and present these to the Board, where formal structure will be further developed. Kristina, Caroline, and Jody volunteered to lead this initiative with John.

GM Update

Monthly GM Update

John presented his update to the Board. Highlights from John's updates included but were not limited to commendations for how his leadership and staff navigated the recent water boil advisory and future planning and ongoing support to fellow local cooperatives. Mae and Caroline A. shared updates on February initiatives including discount days, member incentives, and an employee membership drive, which received great feedback and data revealing successful outcomes.

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

The Board performed the quarterly B4 Financial Condition review. John asked the Board to provide feedback on how board retreats and board meetings should be discerned in a report, and the Board shared some of their initial thoughts including the importance of board meetings over board retreats, however, the importance of the GM to engage in a meaningful discussion as part of the Board retreat.

The Board shared personal observations and asked clarifying questions.

The Board reached consensus that the interpretation and the data were sufficient to demonstrate compliance. The Board accepted the report as demonstrating compliance with the policy, except where noted in the report. The Board accepted the report as written, with acknowledgement of noncompliance where noted.

Spring Retreat Planning

The Board reviewed and planned for the Spring Retreat at the Intervale Farm.

Faye presented on some of the goals and objectives that have developed in the past few months; she shared an identified theme around membership and engaging with membership. The Board will discuss themes around member engagement and review data on membership. Work plan development for the upcoming fiscal year will also occur at the upcoming retreat.

The Board shared their general thoughts and reflections on the upcoming retreat theme and goals.

CCMA & NFCA Annual Meeting

Faye presented on upcoming board education opportunities. The Board reviewed the information about the CCMA Annual Meeting, Theme: “Embracing our Diverse Identities”, June 04-06 (June 03 – 07 commitment, when including travel time), in Sioux Falls. The Board has budget enough to send 2-3 people to the conference. Faye provided an overview on how the final selection is made on who will attend (order of priority): board officers who have never attended before, board members who have never attended before, board officers who have attended before, and board members who have attended before. The following Board Members indicated their attendance interest/ability:

- Cannot Attend: Leah Soderquist, Eric Boehm, Jim Rudolph
- Maybe: Kristina Sweet
- Yes: Caroline Keller, Jody Landon

The Board reviewed information about the National Food Cooperative Annual (NFCA) Meeting, in Greenfield, MA, on March 21. The Board received an extension on registration, however, had to decide on attendees at this February Board meeting. Faye is required to attend as a Board president. The following Board Members indicated interest in attending: Jody Landon. Hunger Mountain Cooperative will be providing a van for transportation to the meeting.

Open Board Time

Kristina shared that there is a Maple Open House on March 21.

Jim thanked the Board for their “new daddy well wishes and care packages.” They feel so loved.

Faye shared member reflections on the recent water boil notice and how the store managed it, and questions she received from members regarding the incident. She received questions regarding employee pay and food waste during the event.

Jody shared her son works for Ben & Jerry’s as a manager in social activism initiatives and wanted to disclose the relationship with the Board. She hadn’t thought this was a conflict at the last meeting, when the Conflict of Interest forms were completed, however, her recent board education experiences has made her think more critically about this. The Board felt this was a potential conflict, but not an inherent one.

Future Planning

Open Member Response

The Board thanks the members and guests in attendance. There was no commentary warranting a board response.

Review Calendar

Alison signed up to review D1 - Governing Style and Jody signed up to review C2: GM Job Contribution, at the May meeting.

Wrap Up

Faye shared her appreciation to Kiersten Wulff for attending and observing.

The Board shared their appreciation for the efficiency and effectiveness of the meeting, and that they are looking forward to the Board perpetuation work ahead.

Executive Session

The Board moved into Executive Session at 7:59 PM.

The Board came out of Executive Session at 8:40 PM.

Adjourn

The Board adjourned at 8:40 PM.

Action Items

(Feb 2020)

Kristina, Caroline, and Jody will connect with John to begin planning for a committee to explore opportunities to better represent the diversity of the community City Market serves in the Board and staff.

Faye, Eric, John & Michael will draft the Board Retreat agenda for review at the March BOD meeting.

John will email out a deadline for Board members to indicate interest in the June CCMA conference (<https://ccma.coop/>).

John will reach out to Joanna to see if she would like to attend the NFCA meeting with Faye and Jody and a City Market staff member.

Madelyn will work with **Jody** to update Jody's Conflict of Interest form.