

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

Board of Directors Meeting  
Remote Teams Conference\*  
September 27, 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  
Meaghan Diffenderfer (she/her), Board Member  
Allison Fiore, Board Member  
Jody Landon (she/her), Board Member  
Faye Mack (she/her), Board Member  
Kristina Sweet (she/her), Board Member  
Myle Truong (she/her), Board Member

### **Also in attendance:**

Michael Healy, Member, Board Meeting Facilitator  
John Tashiro (he/him), General Manager  
Madelyn Cataford, Director of Finance & IT  
Eric Pierce, Director of Operations  
Mae Quilty (she/her), Assistant Director of Community Engagement  
Claire Ross, Assistant Director of Operations - Purchasing  
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

#### Review Minutes

Joanna was present for August's Meeting whereas she was labeled as absent. Minutes were accepted as written with five votes in favor.

#### Review Action Items

Jody facilitated the first meeting of the Perpetuation Committee. Eric and John confirmed the Board fall retreat date. John organized a store tour with Joanna and Allison.

### **Open Member Time**

Serrill said they would be in touch about potential strategies of boosting base rate of pay for employees.

### **GM Reporting**

#### Monthly GM Update

Monthly Update: John discussed general GM update and Downtown store hours change due to national trends and current staffing levels. John stated that staffing levels were currently operating at 80%

storewide, but lower in some departments. This led to closing 1 hour early, at 9pm, for the downtown store. John noted an uptick in safety issues, increase in theft and brazen theft, short staffing as well as supply chain issues.

Jody inquired as to the level of impact that theft had on store operations. John discussed the differences of brazen theft compared to more common theft and how it has been a challenge. John mentioned customer challenges as well.

Jody raised concern regarding these problems and inquired about staffing for security staff. John discussed the role of Safety and Security in both store locations and detailed their functions. Some functions described included the issuing of trespasses and providing verbal warnings while maintaining a level of understanding.

Faye and Myle joined at 6:18.

Meaghan broached the proposed vaccine mandate for companies over 100 employees and what City Market would be considering. John discussed the current state of the covid discussion involving OSHA and the co-op network in relation to Meaghan's point. John discussed the idea of a weekly testing infrastructure and the reality of thinking through challenges if vaccines become mandated. Currently the covid scenario is being monitored.

Eric asked a question regarding the Food for All increase in general sales as well as an increase in 3Squares involvement year over year in particular. Eric asked whether the increase in FFA sales could be attributed to covid related increases in state and federal food support, or to City Market's increased promotion of FFA. John mentioned the additional push of FFA advertising, FFA translation materials and FFA focus groups. Mae added that EBT for families is potentially a factor in widening access to 3SquaresVT benefits. Faye added that the 3SquaresVT amount increased and families had a temporary increase during the pandemic. Faye mentioned that the increase shows the work that Co-ops, alongside City Market, had done to increase accessibility to these programs.

### Updated Store Hours

#### B2: Budgeting & Planning

John reported to the Board on B2: Budgeting & Planning. He cited the existing information in the Pro Forma for 2023 and 2024 was outdated. Further, due to the impacts of the pandemic in early 2020, that the assumptions used to create a revised financial forecast, that was presented to the Board, needed to be significantly re-examined. John conveyed plans to establish a newly revised financial forecast within this financial year and thanking the Board's patience and support.

Eric mentioned that the budget seemed high. John confirmed the numbers may seem high and will provide further information and context during the Fall Festive.

The Board found the terms and definitions reasonable.

The Board accepted the report as demonstrating compliance with the policy, except where noted, with 8 supporting votes, no abstentions, and no dissenting votes.

### **Fall Festive/Board Social Update**

John mentioned the confirmation of the previous Friday's email regarding the date and location of the Intervale Center at 5:30-7:30pm. Eric discussed the structure of the Fall Festive with the tone being more social and that there may be an icebreaker activity for Board Members at the beginning.

### **Perpetuation Committee Update**

Meaghan discussed the first meeting on September 9<sup>th</sup> as well as the Committee's first steps:

1. Recruiting people while maintaining a Google form of potential candidates.
2. Conducting interviews for whom would be a good fit for the community.
3. Having a goal of Jan-Feb to present nominated community members to the Board for voting and approval.
4. Second meeting will be in October.

Eric mentioned the committee has minutes and discussed opening ideas on how to share those minutes with the general Board. Eric mentioned that there may be new Board Members starting with their first meeting in January. Therefore, the Board may want to think about shifting the selection of community members to the committee to February-March.

Faye asked how Meaghan would like to be notified regarding ideal candidates for the Committee. Meaghan proposed a contextual drop-down option on the online form. Jody mentioned that the process for selecting of Committee Members was not yet decided as either a nomination process or an application process. Meaghan stated that any questions regarding the acquisition of candidates could be directed to Members of the Committee.

### **D3 Board Self-Monitoring**

Allison looked at D3 and mentioned that everything looked acceptable with two exceptions:

1. Some gender references weren't neutral
2. The Treasures job description had the role of "being a liaison to the auditors" removed compared to a previous version.

Allison mentioned, when they served as the Treasurer, the President was not a liaison. Faye discussed how the President and Treasurer had previously been present with the auditors and discussed why the "liaison" role was consolidated within the Treasurer role. Eric seconded Allison's suggestion of adding language of the President as a liaison alongside the Treasurer.

Madelyn suggested more time for a revision to the proposal of adding the President to the liaison role.

### **D3: Board Officers, Elections and Roles**

#### **Board Photo/Screenshot for Member Meeting Presentation**

John proposed forgoing the photo until all Board members are present. Joanna proposed taking the photo just in case an updated photo would be desired.

#### **Meeting Presentation**

*- Half-time Stretch –*

### **Board Elections, Member Meeting and Member Drive Updates**

Mae shared updates on the number of candidates in this year's Election, totaling 10. In regards to the Member Drive, Mae discussed the similar structures to last October's Member Drive. She mentioned the simplification of using the same gift bags for both New Members and PIFs, the Community Engagement team's effort in putting the gift bags together as well as the \$5 coupon for equity renewals. Mae also shared the branding of the drive with the Board as well as news on folks being able to join and renew online.

Megan asked if new members who joined after elections start will be able to vote. Mae said that folks will be able to vote, but would likely not be able to receive the hard-copy mailer in time.

### **Fall Retreat Update**

Eric mentioned that the retreat will be mostly focused on the upcoming update to the financial forecast.

John mentioned that Madelyn will be joining to help discuss the financial forecast and how he is looking forward to the retreat.

Joanna seconded Eric's statement that finances are important and helpful.

### **Open Board Time**

Kristina mentioned she thought that financials were important.

### **Future Planning**

#### Open Member time follow-up

John mentioned that he will plan to follow up with Serrill's question regarding staff compensation.

#### Review Calendar

Michael mentioned that D4 would be handled by Joanna. Eric offered to take the C1 in November, Faye offered to take D7 and Jody offered to take D3.

John added that the conclusion of Board Elections was scheduled to take place after October's Board Meeting and proposed an Action without Meeting to certify the election results. John also mentioned the TBA dates for 2022 Board meetings. John mentioned that he would be proposing those 2022 Board meeting dates in October 2021.

Eric mentioned he added a note to discuss updates to the Don Schramm award process in October. He mentioned plans to present the ideas the Board had in memo form in October's Board Meeting.

#### Wrap Up

## **Action Items**

September 2021

**Eric, Kristina and Madelyn** would plan to present language at the October 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.

**John** would plan to reach out to Serrill regarding his question around staff compensation.

**John** would plan to confirm the Action without Meeting date as well as 2022 Board meeting dates.

## **Meeting Evaluation**

### **Executive Session**

The Board moved into Executive Session at 7:55pm to review the Business Plan. The Board came out of Executive Session at 8:17 PM.

### **Adjourn**

The Board adjourned at 8:20 PM.