

Onion River Co-op/City Market

Board of Directors Meeting

Remote Teams Conference*

October 26, 2020

Board Attendance:

Faye Mack, Board Member, President

Eric Boehm, Board Member, Vice President

Jim Rudolph, Treasurer

Allison Searson, Secretary

Joanna Grossman, Board Member

Jody Landon, Board Members

Kristina Sweet, Board Member

Leah Soderquist, Board Member

Caroline Keller, Board Member

Absent:

None

Also in attendance:

Michael Healy, Board Facilitator

John Tashiro, General Manager

Madelyn Cataford, Director of Finance & IT

Mae Quilty, Assistant Director of Community Engagement

Claire Ross, Assistant Director of Operations- Purchasing

Caroline Aubry, Membership Manager

Kiersten Hallquist, Member & Board Minutes-Taker

Rubin Jennings, Member

Serrill Flash, Member

Meghan Diffenderfer, Member

Adrienne Lueders-Dumont, Staff

Matt Cropp, Member

A quorum was established, and the meeting started at 6:03 pm.

Preliminaries

Review Agenda

The agenda was accepted with the following changes: B4 was removed from the agenda because it was scheduled for next month (November).

Review Minutes

The September 28th minutes were accepted as written with no changes.

Review Action Items

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

Open Member Time

Serrill shared that the minutes did not accurately reflect the member appreciation gifts, which stated that “Paid in Full members receive a special goody bag”, however, Serrill felt it should say “recently Paid in Full members receive a special goody bag.”

Serrill shared his interest in the conversation regarding the decision-making process, and shared confusion around Kerin Stackpole’s comments. Serrill requested caution and further exploration (i.e. seeking a second opinion) on the proposal put forth.

Adrienne introduced themselves as staff, but shared they attended the meeting with interest in the Seedling Grants and Board Elections.

Matt Cropp shared a brief update on the Oak Street Cooperative project, which City Market had sponsored. The project is cranking along and things are going well; they are on track to pay a dividend back to members next year.

Reflect on Member Meeting

John asked the Board to share their reflections on what went well and what might be considered in the future. 605 attendees registered (about 449 households) and over 175 devices joined the Member Meeting.

The Board reflected on the Member Meeting and shared personal observations and asked clarifying questions about the process. Ideas on what worked well included by were not limited to the preparation paying off – good flow and smooth meeting, great visual presentation, online polling worked well, very family accessible, engaging, and limited technology challenges were reported.

Ideas on what to consider in the future included exploring ways to engage the attendees or maybe other Board Member voices during the live event, having a better sense of the number of people who show up at the meeting to expand on interactive opportunities, and hoping it isn’t a virtual meeting next year.

Reflect on Board Elections

Faye presented an introduction and overview on the election process. Faye reminded the Board that the Nominations Exploratory Committee work is still currently underway and that a bigger conversation with the Board will occur in the future.

The Board reflected on the 2020 Board Elections and shared personal observations and asked clarifying questions about the process. Reflections included but were not limited to exploring why certain individuals decided not to run and how we might continue to engage them with the Co-op (i.e. candidates from last year’s election, or folks who completed parts of the orientation and decided not to run) and the role of a Nominating Committee in recruitment and engagement.

Candidate videos and election process ran smoothly. Submitted votes were higher than in past years (2019: 587 votes; 2020: 1,022 votes).

Proposal on Board Decision Making Process

Faye and Eric presented a proposal to update the Board decision making process, which is currently a consensus decision-making process. Faye shared feedback the Board received regarding the decision-making process over the past few years. Eric provided further context on the memo. The proposal focused on ways the decision process could allow more space for disagreement and open-honest sharing without impacting the decision-making process.

Board Members shared personal observations and asked clarifying questions about the process. The Board discussed majority voting and consensus voting. The Board shared a deep appreciation for consensus decision making, but also ensuring all voices are heard. The Board shared concerns about how decisions would be made with a lower turnout in the vote if they were to move forward with majority voting.

John shared appreciation for the consistency in how the Board has always been willing to have a discussion and the conversation. John also discussed the importance of disagreeing but still aligning and the importance of keeping a record, to capture where and when a Board Member shares disagreement.

Board Self-Monitoring

D3: Board Officers, Elections, & Roles

Eric presented the D3 to the Board. Eric shared that officer elections will occur in February and reviewed the roles of the officers. Eric did not have recommendations and found the Board in compliance with the policy.

D4: Board Members' Code of Conduct

Faye presented the D4 to the Board. Faye did not have recommendations and found the Board in compliance with the policy.

- Half-time Stretch -

GM Reporting

Monthly GM Update

John presented the GM Monthly Update report to the Board. John invited Mae to provide an update on the Member Drive, occurring during October, which is also co-op month. During the month of October, as of October 26, City Market has welcomed 221 new members, 1056 renewals, 178 newly paid-in-full Members, and 9 new employee Members, and there are still five days left in the drive. Thus far, City Market has exceeded goals set for equity, renewals and paid-in-full Members for the year; new staff and new member goals are the only member goals that have not been met.

The Board shared personal observations and asked clarifying questions.

A: The Ends

John shared The Ends Report with the Board, and the Board asked clarifying questions.

Faye asked the Board to highlight information that stood out to them as noteworthy, and something they were proud of as a Member:

- While Member hours dropped under COVID, a Board Member acknowledged how much is actually still happening. They also appreciated the amount of funding going directly into the community via the Rally for Change Program.
- Someone found it both noteworthy and was very proud to see the Food for All and 3 Squares programs increased at City Market in a time when hunger is higher than it has ever been and when the same programs are not growing across the state.
- Always impressed with City Market's environmental stewardship (i.e. 1.5M water bottles diverted)
- The reasonable pricing and product variability, and that City Market is also a safe place to shop – it's a lot of things for a lot of people
- Always enjoy seeing the investment made into our local communities via Member work hours
- Always impressed with the Rally for Change Program and was especially proud to see the \$117,000 provided to the local food shelf; also always proud of the Member Worker Program and the number of hours the cooperative is investing in the local community, even with the impact of the Stay at Home Order.
- Continues to be impressed with the cooperative ecosystem – the Member Worker Hours (almost 17,000 hours)
- Sees The Ends report as a very special report, and highlighted the loveliness of the Seedlings Grants.

The Board reached consensus that the interpretation and the data were sufficient and demonstrated compliance with the policy. The Board accepted the report in compliance with the A policy.

Faye noted some data provided is helpful, however, not currently stipulated in the policy itself and that The Ends hasn't been updated or reviewed in a few years. Thus, Faye proposed the Board creates space to review the Ends in the "is this the policy that we want" context in the next 2-3 years.

The Annual Report put out in the near future will provide the community with some of the highlights and content of this report; however, John is also happy and willing to share the Ends Report with any Member, upon request.

B: Global Executive Constraint

John shared the Global Executive Constraint Report with the Board. John shared that The Ends Report was delayed by a month, which impacted the presentation of the principles within the B report; usually the review of The Ends Report supplements the B report.

The Board reached consensus that the interpretation and the data were sufficient and demonstrated compliance with the policy. The Board accepted the report in compliance with the B policy.

Patronage Refunds Update

John and Madelyn presented about the patronage refund process. City Market was unprofitable this year, so the Board is not making decisions about patronage refund for this year. However, the Board is reviewing the overall process as part of ongoing board education and looking forward to a time when the Cooperative returns to profitability.

Seedling Grant Update

John and Mae presented a report about the Seedling Grant and nomination suggestions. The Seedling Grant Committee met via Microsoft Teams over the summer and was comprised of interested and dedicated members. They received 30 applications this year and the Committee put forward six recommended projects to the Board.

The Board asked clarifying questions. The Board shared that it would be helpful to receive descriptions of the groups in future that were not put forth in the recommendation for awards.

The Board reviewed the recommendations made by the Seedling Grant Committee and approved the recommendations put forth to provide the grants as described in the report.

The Board shared their appreciation to Adrienne and their fellow committee members for the work they put into the Committee and the final report.

Open Board Time

Caroline shared an experience at a different grocery store and how dramatically it contrasted to the safety levels at City Market; Caroline experienced an even deeper appreciation for all of the efforts City Market has made to make everyone safe and feel safe.

Kristina shared a newfound joy in visiting other cooperative grocery stores with their new level of engagement and understanding of their role on the Board, and how it brings a new perspective and appreciation.

Faye shared a survey issued to GMs and cooperative board members and enjoyed appreciation for the sense of connection between communities in the Northeast cooperative landscape. Moreover, folks were all incredibly optimistic on the ability to persevere through these trying times.

Future Planning

Open Member Response

The Board did not have formal requests or questions needing follow-up from the Board.

Review Board Calendar

Jody signed up for November the C1 policy review. Caroline signed up for the November D7 policy review.

Kristina signed up to review D11: Board Perpetuation, in December.

Joanna signed up to review D10, in January.

Faye highlighted a number of commitments in the coming month and reminded folks to practice selfcare and patience as the Board navigates the high demand on schedules.

Faye will present a more concrete plan for the Fall Board retreat in the next few days. The plan is to meet during a mid-week evening to help free-up weekends.

Election Results Announced

John shared the outcome of the recent Board Election: Jim Rudolph, Joanna Grossman, and Meghan Diffenderfer have been elected to the City Market Board of Directors.

Wrap Up/Meeting Evaluation

Some folks are burning out on screens and the computers; however, we know we can't fix it and it's a shared struggle.

The meeting was really efficient; it was a jam-packed meeting.

Appreciation for the time provided for robust discussions outside of the normal policy monitoring.

Appreciation for candor and participation in the discussions.

A good meeting; a lot of great content. MS Teams is especially tiring; is it possible to integrate some prompting to help support engagement?

Appreciation for the work in preparation for this meeting and the incredible and thorough reports provided to the Board – such an incredible amount of content. And... appreciation for the Board's careful review in advance as well – always arriving with thoughtful questions and prepared to discuss the reports.

There is never enough time for The Ends, no matter how much time we give it.

So much appreciation for the reporting.

Lovely to review everything the cooperative has accomplished in the past year.

Executive Session

The Board moved into Executive Session at 8:48 PM to discuss expansion and contracts. The Board came out of Executive Session at 9:14 PM.

Adjourn

The Board adjourned at 9:14 PM.

Action Items

October 2020

Faye and Kristina will connect regarding formalizing decision-making processes and ideas around this.

Eric will add the following two potential agenda items to the parking lot: deeper dive into the member drive and reviewing The Ends policy.