

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

Board of Directors Meeting

Remote Teams Conference\*

January 25, 2020

### **Board Attendance:**

Faye Mack (she/her), Board Member, President

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

Jim Rudolph (he/him), Treasurer

Rubin Jennings (he/him), Board Member

Meaghan Diffenderfer (she/her), Board Member

Joanna Grossman (she/her), Board Member

Jody Landon (she/her), Board Member

Kristina Sweet (she/her), Board Member

Caroline Keller (she/her), Board Member

### **Absent:**

None.

### **Also in attendance:**

Michael Healy (all pronouns), Board Facilitator

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

John Tashiro (he/him), General Manager

Madelyn Cataford (she/her), Director of Finance & IT

Mae Quilty (she/her), Assistant Director of Community Engagement

Caroline Aubry (she/her), Membership Manager

Matt Butterly, Assistant Director for Operations for the South End

Theodore Kovaleff (he/him), Assistant Director of IT

Serrill Flash, Member

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

### **Preliminaries**

Faye provided a special greeting with this being the first meeting of the year, and she invited everyone to introduce themselves and share their personal pronoun(s).

### Review Agenda

The agenda was accepted as written.

### Review Minutes

The December 14<sup>th</sup> minutes were accepted as written with the following corrections: Connor's last name is spelled "Chilson" and they use they/them pronouns.

### Review Action Items

The Board reviewed the Action Items list, and the one action item was removed.

## **Open Member Time**

Serrill said hello.

## **Board Nomination Exploratory Committee (Re-branded: now, the “Board Perpetuation Exploratory Committee”)**

Joanna presented an updated regarding the work of the Board Perpetuation work.

Eric, Caroline, Joanna, Jody, and Kristina shared recommendations and next steps about the committee. The proposal explored the benefits of forming a standing Board Perpetuation Committee as described by the exploratory committee. The choice they wanted the Board to make (upon voting and approving creation of a committee) was between (a) a pilot committee with only board members, to be opened later to non-board members and (b) a committee formed at the outset with both board and non-board members.

The Exploratory Committee believe a standing committee would allow for further developed member education regarding the board candidates, further dedication to diversity and inclusion, and improved board education.

Board Members shared personal observations, asked clarifying questions, and provided general feedback on the proposals the Exploratory Committee put forward.

The Board voted to approve creation of a Board Perpetuation Committee, for a two-year trial period, involving membership to include individuals outside of the Board (scenario B in the Exploratory Committee’s proposal).

Next Step: Charter Development to lay out pilot committee and primary committee directive: developing a committee plan. The Exploratory Committee proposed the Board Perpetuation Committee be tasked to answer questions they developed in their initial review.

## **GM Reporting**

### Monthly GM Update

John presented the GM Monthly Update report to the Board. John reflected on how the holidays were significant unknowns during the pandemic, and the year-end data revealed positive results. Delivery and curbside expanded services this past month. Staff really created as safe and as helpful a customer experience possible at both stores.

The Board shared personal observations and asked clarifying questions.

### B4: Financial Condition

John Shared the B4: Financial Condition Report with the Board. John invited Madelyn to provide additional information on the B4 measurements and plans for reforecast within FY21.

The Board reached consensus that the interpretation and the data were sufficient and demonstrated compliance with the policy, except where noncompliance was noted. The Board

accepted the report as written, with noncompliance noted in two areas and deemed to not require current action from the Board.

### **Board Photo**

This was rescheduled to the February meeting because a Board member was feeling under the weather.

*- Half-time Stretch -*

### **Board Self-Monitoring**

#### D10: Community Service Award

Joanna presented the D10 to the Board and found the Board in compliance.

Board Members shared personal observations.

### **Reflect on Board Education Opportunities**

Faye created space to share things Board members learned at trainings in 2021 and to share upcoming training opportunities. Faye highlighted that as part of the Columinate contract the Board has access to resources including articles and trainings (i.e. Cooperative Board Leadership Development Program, or CBLD). If a Board member chooses to attend one of the trainings, Faye reminded them to share what they learn at the training. If a training falls outside of the C-Build Program (covered in the Columinate contract), there is some room in the Board budget to potentially cover the additional trainings.

NOFA-VT Winter Conference is a month-long experience, this year. Faye invited Board members to reach out to John and Caroline A. if they are interested in participating.

The Board reflected on the 2021 Board Education Opportunities. Meaghan provided a brief overview on the CBL 101 workshop she attended. Jim revisited the CBLD 101 reader over the winter holiday and felt it was a great refresher.

Board Members shared personal observations about participation.

### **Review Officer Roles & Declarations of Interest**

Faye, Eric and Jim presented materials about Board Officer Roles and solicited interest from the Board. Board Officer Roles will be selected/assigned in February.

Board Members shared personal observations and asked clarifying questions.

Kristina shared interest in the Secretary role for appointment and the coming year, with potential interest in vice president in the following year. Rubin shared interest in the Secretary role. Eric shared interest in the President role; he served as Vice President this past year. Joanna shared interest in the Vice President role. Caroline K. shared some interest in the Treasurer role, withdrawing interest in the Secretary role.

### **Appoint a Secretary for January and February**

Allison Searson served as the Board Secretary and her term concluded after the December 2020 meeting.

The Board voted to appoint Rubin as Secretary.

Caroline, Kristina, and Rubin will all receive the minutes, this month to have all interested parties navigate the role for the month.

### **Review of BOD Member Code of Conduct Agreement**

Faye delivered the annual Board Member Code of Conduct Agreement presentation to the Board. The Board reviewed the agreement and verbally shared disclosed conflict of interests and potential conflict of interests for the 2021 year.

Faye reminded the Board that this is not the only time they can declare a conflict of interest. If any new conflicts arise in the year, members are always invited to disclose them to the Board.

The Board asked clarifying questions, and then the Board members each verbally named conflicts of interest for 2021, which are formally documented via the annual Conflict of Interest form.

### **Open Board Time**

Jody shared that, as of this morning, she is scheduled to receive her vaccine next week, and the process of vaccination for Vermonters 75+ has started. Moreover, she also participated in the UVM trial, and will be unblinded before her vaccine appointment to verify whether she received the vaccine. The Board shared their appreciation for Jody participating in the UVM trials.

Joanna invited the Board to continue to share openly and lean on each other for any needed support. She has been reflecting on norms recently and proposed a reflection on Board norms at a future retreat.

Faye shared she is collaborating with the Morrisville Co-op, providing them with guidance on processes and policies, providing co-op wisdom, as they get up and running.

### **Future Planning**

#### Open Member Response

The Board did not have any member commentary prompting comment. The Board shared an on-going appreciate for Serrill.

#### Review Board Calendar

Faye will miss the March meeting.

John reminded the Board to let him know if they are interested in attending the NOFA Conference.

Jody signed up to complete the March Boards Terms of Office review.

Faye signed up to complete the April Cost of Governance Review.

Kristina signed up to complete the May Governing Style review, and Caroline K. signed up to complete the May GM Job Contribution review.

### **Wrap Up/Meeting Evaluation**

The Board appreciated everyone sharing their voices in the space.

Newer members shared they continue to feel connected and supported even in this new remote environment.

### **Executive Session**

The Board moved into Executive Session at 8:29 PM to discuss financial statements. The Board came out of Executive Session at 8:45 PM.

### **Adjourn**

The Board adjourned at 8:45 PM.

### **Action Items**

#### January 2021

**Joanna** will draft Board Perpetuation Committee charter to bring to the Board for review at the February meeting.

**Faye** will include Board Group photo in the February agenda (rescheduled from January meeting).

**John** will send link to the Cooperator's Approach to Abolition and other Co-op trainings.

**Caroline A.** will share secretary responsibilities/tasks with Caroline K., Rubin, and Kristina in January & February.

**The Board** will contact Caroline A. and CC John no later than this Thursday, end of day, if interested in attending the Annual NOFA Conference.