

Onion River Co-op/City Market

Board of Directors Meeting
Remote Teams Conference*
July 26, 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
Kiersten Hallquist (she/her), Member & Board Minutes-Taker
John Davidowitz, Member
Serrill Flash, Member
Harry Goldhagen, Member

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

Preliminaries

Review Agenda

The agenda was accepted as written.

Review Minutes

The June 28 meeting minutes were accepted with the following edit: "... Eric shared that the videos for the sessions were still live, and suggested Jody to review the sessions post-conference to catch up on the missed content."

The Board voted to accept the minutes with one noted edit, and the motion to accept carried with seven supporting votes and two abstentions.

Review Action Items

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

Open Member Time

Members Harry and John introduced themselves to the Board.

Newest Board Member Introductions

New to the Board this month, Myle Truong and Allison Fiore introduced themselves to the Board, and the rest of the Board shared introductions with the two new members.

Call for Don Schramm Award

Eric provided an overview of the Don Schramm Award purpose and process.

John asked Board Members to refer to the email sent on July 19: The deadline to nominate individuals is August 10th, and the nominees are discussed at the following Board Member meeting. Patrick Tracy can verify City Market Cooperative Membership if anyone needs to verify someone's status with the Co-op.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board and highlights included but were not limited to positive observations of the store returning to pre-pandemic level shopping and interactions and improvements in recruitment and staffing – highlighting the positive impact of walk-in interviews.

The Board shared personal observations and asked clarifying questions.

B1: Staff Treatment, Comp & Benefits

John reported to the Board on B1: "Staff Treatment, Comp & Benefits."

The Board shared personal observations and asked clarifying questions.

The Board found the definitions and interpretations reasonable, the data sufficient, and the data demonstrated compliance with the policy.

The Board accepted the report as demonstrating compliance with the policy with eight supporting votes and one abstention.

P&C Hire Update

John shared concluding the recruitment for the position of Director of People and Culture. While Patricia "Trish" Redalieu will officially start on August 17th; they are currently in communication with John to prepare for a smoothly transition into the Co-op.

Auditor's Update

Madelyn provided the Board with an update regarding the Gallagher & Flynn Auditors. Garth has announced he is leaving Gallagher & Flynn this year; he will help with transition through mid-August. Chris Howard, who has been involved in the audit for the past three years, has stepped in to serve alongside Sarah, in Garth's role.

The financial audit will occur the second week of August, and the field work will occur in September. Madelyn hopes the financial audit presentation will be available in November with an option to delay the presentation into December if Gallagher & Flynn requires additional time.

Board Self-Monitoring

D2: The Board's Job

Jody presented analysis on the D1: The Board's Job policy to the Board.

Jody found the Board in compliance with the policy.

D5: Committee Principles

Meaghan presented analysis on the D5: Committee Principles policy to the Board.

Meaghan found the Board in compliance with the policy.

Eric also provided additional background on Committee function and process for newer Board members, highlighting the work of the Perpetuation Charter Committee, the addition of Open Board Time as a standing item on the monthly agenda, the purpose of Executive Session, and meeting decision-making.

Joanna also suggested Board member pairs for policy reviews with newer members, early in their Board experience for additional mentorship and support.

D6: Board Meetings

Eric presented analysis on the D6: Board Meetings policy to the Board.

Eric found the Board in compliance with the policy.

Joanna suggested developing "policy-mentorship" – pairing new members with resident-members of the Board in their first policy reviews to provide additional support and guidance on the process. Joanna and Eric will help Michael revisit this at future meetings, during the Board Calendar Review.

- Half-time Stretch –

Allison Fiore left the meeting at the start of Half-time Stretch.

Member Meeting and Board Elections Proposal

John asked Mae to provide the Board with an overview on the Annual Member Meeting planning process to date. Mae presented the proposal for a virtual Member meeting on October 06, 2021. They provided context regarding the decision to move forward with another virtual member meeting recognizing the current staffing complexities and the ongoing pandemic. Mae highlighted the team is working to address feedback from last year, including how the food and goody bag member benefit can be delivered more effectively.

Board Elections will run as they did last year; however, there will be tabling opportunities for running for the Board and recruiting for the Board with the many lifted COVID-19 restrictions. Board Elections will close a few days after the October 27th Board meeting. Thus, John plans to request an "Action

without Meeting” to confirm the results as soon as they are finalized to ensure Board Candidates are informed in a timely fashion. The Board will formally capture the Board Election results in the minutes at the November meeting.

The Board shared personal observations and asked clarifying questions regarding the Member Meeting proposal and Board Elections.

FY22 Board Budget

John proposed a Board Budget for FY22 and shared an general update on the overall Budget Planning Process to the Board. John will present the final Business Plan and Budget for FY22 at the August Board Meeting. John noted CCMA is currently planned for in-person operation, which results in a notable increase in the Board budget (travel and conference expenses). Moreover, some funds were held with the understanding in-person meetings (and associated meals), could resume in November or December.

The Board shared personal observations and asked clarifying questions regarding the FY22 Board Budget.

Step 2 of Perpetuation Charter Next Steps:

Eric provided an overview of the Board Perpetuation Charter development process, and prompted Michael to facilitate a discussion on the Charter and next steps.

Michael used a “Onion River Co-op board qualifications” Google Doc to prompt idea development, questions, and discussion. Board members shared their thoughts and ideas.

Eric and Joanna will work with Michael to redevelop the Google Document to guide finalizing the Charter and plans for updating D11 policy for the August Meeting.

Review of Draft Annual Work Plan and Priorities

Eric presented the Draft of the Annual Work Plan and Priorities (July ‘21 – June ’22 Work Plan) on behalf of Joanna, who was experiencing some technological difficulties. A more condensed Spring Retreat focused on treatment of staff and how the Board can work toward improving the treatment of staff and supporting staff.

The Board reviewed the Annual Work Plan and Priorities, shared personal observations, asked clarifying questions, and suggested additions to the Work Plan.

Eric & Joanna highlighted that the Work Plan serves as an informal and “living document” to inform Board work throughout the year, and they invited the Board to reference it and suggest updates on an ongoing basis.

Open Board Time

Kristina shared they are enjoying the Tamari-Roasted Almonds as a rare and lovely treat.

Jody appreciated Pennsylvania peaches, Quebec Strawberries and Adams Farm Blueberries during the half-time stretch.

Future Planning

Member Comment

No comments prompted response or follow-up. Eric welcomed and thanked everyone who attended, on behalf of the Board.

David asked John about the inverse trend on shopping habits in the GM report.

Review Board Calendar

The Board did not have any calendar updates.

Wrap Up/Meeting Evaluation

Executive Session

The Board moved into Executive Session at 8:20PM to share Board Member Announcements. The Board came out of Executive Session at 8:47PM.

Adjourn

The Board adjourned at 8:48PM.

Action Items

July 2021

Eric and Joanna will work with **Michael** to redevelop the Google Document to guide finalizing the Charter and plans for updating D11 policy for the August Meeting.

Joanna will finalize the July '21 – June '22 Work Plan and present it to the Board at the August meeting.

John will follow-up with David regarding his questions on the specific shopping trend data this past year.

June 2021

John will follow-up with the Board regarding the “Shake & Fold” initiative.