

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

Board of Directors Meeting

December 17, 2018

### **Board Attendance:**

Sarah Alexander, Board Member, Secretary  
Eric Boehm, Board Member, Vice President  
Faye Mack, Board Member, President  
Allison Searson, Board Member  
Joanna Grossman, Board Member  
Jim Rudolph, Board Member

### **Absent:**

Julia Curry, Board Member  
Ali Kenney, Board Member  
Charles Baldrige, Board Member, Treasurer

### **Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, General Manager  
Allison Hope, Director of Community Engagement  
Madelyn Cataford, Member and incoming Director of Finance  
Leah Soderquist, Member, incoming Board Member (January 2019)  
Kiersten Hallquist, Board Minutes-Taker  
Christopher Ramos, Member

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

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The November 26, 2018 minutes were accepted with the following changes: Allison Searson was in attendance (is marked as attending by phone).

#### Review Action Items

The Action Items list was reviewed and accepted with four items removed.

### **Open Member Time**

Members and Board Members introduced themselves.

Chris Ramos, a Member, attended after email Faye about City Market's future plans regarding single-use plastic bags.

Leah Soderquist introduced herself; she is a Member and an incoming Board Member (to begin term in January 2019).

Madelyn Cataford introduced herself and shared she is the new incoming Finance Director for City Market.

#### Member Loan Campaign Strategic Conversation

John presented his report on the outcomes of the Member Loan Campaign. The Board shared personal observations and asked clarifying questions.

Moving forward, City Market will continue to send out an annual letter and thank you to Member lenders with their annual tax forms.

Faye asked the Board a series of questions to prompt reflection and discussion. Reflections included but were not limited to challenges pitching the program among other competing investment options, the minimum loan being a barrier for some, and the campaign being a nice opportunity to talk about all of the nice things the Co-op does.

The Board shared their appreciation for John's presentations at various lunch & learns throughout the community.

One Board member suggested planning general informational lunch & learns well in advance of the planned campaign to educate the general public on the work of the Co-op and a broader, more general outreach. The Board shared they felt the report was very comprehensive and accurately captured many of their thoughts on the campaign.

#### **Board Monitoring**

##### D11: Board Perpetuation

Eric presented D11 to the Board and reported the Board is in compliance. Eric highlighted the current efforts underway to improve recruitment.

The Board shared personal observations and some long-term goals to simplify the language and structure of D11.

##### Review Draft of Board/GM Responsibilities in Public Policy Engagement

Eric and Faye presented their "Public Policy Engagement Spectrum" proposal to the Board, which was developed in response to the discussion that occurred at the July meeting.

The Board first discussed how they want to move forward on public policy advocacy separate from the specific policy endorsement request, currently put forth to the Board. The proposal aims to provide a framework for how the Board might communicate and decide on any action in regard to any policy discussions brought forward, moving forward.

The Board shared their personal observations, thoughts for moving forward, and asked clarifying questions as they reviewed the spectrum of policy engagement options provided to them.

John asked the Board to be mindful of his time limitations, current workload, and how the Board would like him to apply his time.

The Board felt being informed and in a timely fashion is important; however, they felt delegating responsibility and decision-making regarding policy to the GM is appropriate. The Board shared general support for policy engagement plans #2 and plan #3 with more discussion needed on this topic.

## **GM Reporting**

### Monthly GM Update

John presented his report to the Board. Highlights included, but were not limited to, introducing the new incoming Director of Finance, outperforming on quarterly budget goals, and updates on the annual COTS Tree Sale.

The Board asked clarifying questions.

### B8: Board Elections

John presented the B8 report to the Board. The Board asked clarifying questions.

The Board accepted the report as demonstrating compliance with the policy and accepted the report as written.

### B11: Subsidiary Business

John presented the B11 report to the Board. The Board shared observations.

The Board accepted the report as demonstrating compliance with the policy and accepted the report as written.

### Review of the Board's Work Plan

Eric presented the Board's Work Plan, highlighting recent updates (through December). The Board asked clarifying questions.

The Work Plan is a "living document" summarizing work priorities and is updated throughout the year, informed by retreat content, the parking lot, and other topics that arise during meetings.

### Update on Second Loan Offering

John shared an update on the Second Loan Offering summary documents, highlighting agreement stipulations and important dates. He requested the Board's authorization to submit the provided two supporting documents to Vermont's Department of Financial Regulation. The document seeks closure on ten institutions that had agreed to participate in the loan offering and have not yet been able to contribute their offerings without the agreement. John that all of these institutions have an existing connection to the Co-op.

The Board asked clarifying questions.

The Board agreed to authorize the document and to have Eric and Faye sign on behalf of the Board.

## **Open Board Time**

Board members shared enjoying a very “jam-packed” Sunday, at the South End Store, overhearing accolades for the store in random conversations in the community,

One Board member suggested including Walmart in our price comparisons after learning that some community members do their grocery shopping at Walmart.

One Board member shared their experience participating in a Diversity and Inclusion training at their workplace and how it differed from the one the Board received.

John provided the Board with a brief update on the City’s Champlain Parkway project.

## **Future Planning**

### Open Member Time Response

Faye provided an overview of the email communications with Chris Ramos. He is interested in the policy discussions around single-use plastic bags; however, he did not yet make a formal request of the Board. For now, no follow-up is necessary.

### Confirm Retreat Dates

John confirmed the Board’s spring retreat will be held on May 11, 2019 and the Board’s fall retreat will be held on November 2, 2019.

### Confirm Plans for New Year Celebration

The Board’s will hold its holiday social on January 15<sup>th</sup>. Everyone will cook a meal together in the South End store’s Community Teaching Kitchen with our Executive Chef, Michael Clauss. John will send out follow-up details to the Board.

### Review Board Calendar

The Board reviewed the calendar.

Board meeting date changes:

- February 2019 meeting has been moved from the 25<sup>th</sup> to the 18<sup>th</sup>.
- April 2019 meeting will remain on April 22<sup>nd</sup>.
- November 2019 meeting has moved from the 25<sup>th</sup> to the 18<sup>th</sup>.

John asked the Board to consider moving the October meeting up a week in light of a scheduling conflict. He will survey the Board to explore if this will work.

John highlighted the upcoming January CBLD training and will survey the Board for interest. He will also survey interest to understand who is interested in attending the upcoming February NOFA-VT winter conference.

Jim will review D9 in March. Allison Searson will review D8 in April.

## **Wrap Up**

Faye shared her appreciation to the Board for digging into the complexities of the policy engagement discussion.

### **Executive Session**

The Board moved into Executive Session at 8:32 PM to hear an update regarding staffing, the Purchase and Sales Agreement for 75 Briggs Street, and a legal personnel issue.

The Board came out of Executive Session at 8:55 PM.

### **Adjourn**

The Board adjourned at 8:55 PM.

### **Action Items**

**Sarah** will complete a clean-up of the policy register to incorporate gender neutral language and will include small correction of minor errors into that project by the January Board Meeting.

**John** will solicit written feedback from the Board regarding the Member Loan Campaign – email Faye’s discussion prompts.

**Eric & Faye** will further develop and refine their policy engagement proposal – “flushing out the gray areas” between plans #2 and #3.

**John** will survey the Board regarding moving the October meeting up a week to address a scheduling conflict.

**John** will email the Board with details regarding the Board’s January holiday celebration.

**John** will send out a reminder to Board members regarding the January 12<sup>th</sup> CBLD training, in Keene, NH and the February NOFA-VT winter conference. Deadlines to RSVP will be included in the email.