

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

Board of Directors Meeting

March 25, 2019

### **Board Attendance:**

Eric Boehm, Board Member, Vice President

Faye Mack, Board Member, President

Allison Searson, Board Member, Secretary

Charles Baldrige, Board Member, Treasurer

Joanna Grossman, Board Member

Jim Rudolph, Board Member

Julia Curry, Board Member

Leah Soderquist, Board Member

Sarah Alexander, Board Member

Kim Nolan, Head of People and Culture

### **Absent:**

### **Also in attendance:**

Michael Healy, Board Facilitator

John Tashiro, General Manager

Allison Hope, Director of Community Engagement

Liz Jarvis, Membership Manager

Madelyn Cataford, Director of Finance

Carolyn Zeller, Board Minutes-Taker

Serrill Flash, Member

### **Executive Session**

The Board moved into executive session at 5:05 PM for a discussion with legal counsel.

The Board came out of Executive Session at 5:48 PM.

A quorum was established and the meeting started at 6:01 PM.

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The February 18, 2019 minutes were accepted as written/with the following changes: page 1 under Officer Elections: Change Faye Conte to Faye Mack.

#### Review Action Items

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

### **Open Member Time**

Members and Board Members introduced themselves.

### NFCA Annual Meeting Report Back

Faye shared her experience at the NFCA Annual Meeting on March 23. The keynote speaker was Ruth Tyson of the Union of Concerned Scientists and the topic was food security. John attended workshops including one that focused on labor and recruitment at co-ops and another highlighting work that co-ops were doing to address climate change. One notable takeaway was to consider sourcing watermelons from African-American communities at the recommendation of the Southern Federation of Co-ops.

### Recognition of Outgoing Board Officer

Faye acknowledged Sarah for her year as Secretary and all of her accomplishments during that time, including her work on the Policy Register adopting gender-neutral pronouns and language.

### Board Perpetuation Committee

Julia and Jim led a revisit and review of the Board Member job description draft and the Board Education Committee Charter. Jim created an informative table with options of potential structures for Board candidate education, guidance, and access for new Board Members. The Board asked clarifying questions.

Faye noted that it's important to assess whether this will be more helpful to Board candidates or will add complications. Leah suggested having informative cards and materials available to all new and current Board Members as a beneficial practice. The term "action of intention" is broad in order to include anyone who is showing interest in becoming a candidate. Julia offered that if we had two or three people that interested potential candidates could contact directly (via a co-op email address) for more information, that could be a possibility to test the value of the system for a year. Faye encouraged that we move this item to completion ahead of the Board job description.

The conclusion for the first year is to have a formal structure, with a committee charter with defined expectations, with the majority of the work delegated to the committee members on the Board, with room to develop further each year. Julia and Jim will submit a draft Board Education Committee charter and draft Board job description.

### **Board Monitoring**

#### D9: Board Terms of Office

Jim presented D9 to the Board and reported the Board is in compliance.

The Board discussed clarifying term start and end dates. Under Item 4, update to define the "seat's term on the Board" begins January 1<sup>st</sup> and ends on December 31<sup>st</sup>. Allison S. will update the policy. There was some discussion about item 2A: Any appointments conclude after the next election. No changes on item 2A will be made at this time.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board and thanked Madelyn for the presentation change with the Finance section. Highlights included but were not limited to the sale of the parcel to Petra Cliffs going smoothly with an anticipated opening of next spring, the Seedling Grant Ceremony on March 11, and February sales exceeding sales expectations.

The Board asked clarifying questions.

#### Update on Vision Work

John presented an update on his counsel from the Advisory Group; he just completed the second meeting (of three planned). The receptivity has been great and the feedback helpful. John appreciates the candidness and constructiveness. The next step is to meet with staff stakeholders, followed by meetings with other stakeholder groups.

#### Membership Trend Analysis

John and Allison H. discussed the trend of declining partially-capitalized Membership and reviewed Allison's detailed analysis. Faye appreciated the holistic approach of the report and the Board appreciated the effort involved!

#### Member Meeting Strategic Conversation

John and Allison H. offered a document to start the Board's conversation about their goals and suggestions for the 2019 Annual Member Meeting. Board Members discussed considerations of what aspects of the meeting to keep, what to remove/scale back on, and what new things to potentially try. There was general agreement among Board Members that their core goal of Member Meeting is deepening Members' understanding of and connection to the Co-op. Board Members shared that they valued the business portion of the meeting, in addition to learning, strengthening the community, and generating pride in being a Co-op Member. The soiree vibe is valuable in getting more Members to attend and engage, and shifting to finger foods rather than a full sit-down meal seemed appropriate. John summarized that engaging, connecting and celebrating felt like key themes for the Meeting.

#### Spring Retreat Planning

Faye presented the draft agenda for the Board retreat and discussed the major goal of the retreat, which is to be prepared for the coming year as well as using the Vision 2025 document for scenario planning exercises. Board Members shared their feedback, and everyone would plan to attend.

#### **Open Board Time**

Board Members shared life and local developments.

Sarah is moving to Brooklyn at the end of June 2019 to pursue further education in Social Work. The April meeting agenda includes discussion around filling Sarah's seat and role. Highlights included but were not limited to: Faye shared that City Market was the first co-op to receive funding from the Cooperative Fund of New England. Food Solutions of New England offers a 28 Day Equity Challenge, and Faye will share the signup and compile the daily exercises. Nutty Steph's is becoming a Worker Co-op and suggested we do something to acknowledge and celebrate. Faye is advocating and lobbying for 2 policy issues: increasing minimum wage and increasing paid family leave, both of which could have implications for the Co-op. At Town Meeting day this year, Burlington voters voted in support of advising and encouraging the City Council to enact a single-use plastic ban. Leah encouraged everyone to participate in or volunteer in Junior Iron Chef, which is an event City Market sponsors.

#### **Future Planning**

##### Open Member Time Response

There were no Member requests requiring follow-up.

#### Confirm CCMA Attendees

The Board confirmed with Faye.

#### Review Board Calendar

The Board reviewed the calendar. Sarah will not attend any meetings or events after June. Jim will not be at the April Board Meeting.

#### **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 8:45 PM to hear updates on fiscal considerations with unclaimed assets and expansion opportunities.

The Board came out of Executive Session at 9:05 PM.

#### **Adjourn**

The Board adjourned at 9:05 PM.

#### **Action Items**

Julia will submit a draft Board job description.

Julia will submit a draft charter for the Board Education Committee.

Allison S. will update the policy: Under Item 4, update to define the Seat's term on the Board begins January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

The Board will confirm CCMA attendance with Faye.