

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

Board of Directors Meeting

September 23, 2019

### **Board Attendance:**

Faye Mack, Board Member, President  
Eric Boehm, Board Member, Vice President  
Allison Searson, Board Member, Secretary  
Julia Curry, Board Member  
Joanna Grossman, Board Member  
Caroline Keller, Board Member  
Leah Soderquist, Board Member

### **Absent:**

Jim Rudolph, Board Member

### **Also in attendance:**

Michael Healy, Board Facilitator  
John Tashiro, General Manager  
Liz Jarvis, Membership Manager  
Kiersten Hallquist, Board Minutes-Taker  
Madelyn Cataford, Director of Finance & IT  
Michael Clauss, Executive Chef  
Kyle Lavery, Assistant Director of Operations - Downtown  
Mae Quilty, Outreach & Education Manager  
Claire Ross, Assistant Director of Operations – Purchasing  
Serrill Flash, Member  
Jody Landon, Member  
Patrick Kearney, Member & Employee  
Caitlin Waddick, Member

A quorum was established and the meeting started at 6:08 PM.

### **Preliminaries**

#### Review Agenda

The Agenda was accepted as written.

#### Review Minutes

The August 26, 2019 minutes were accepted with the following changes: add member title to last listed member in the attendance record.

#### Review Action Items

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

### **Open Member Time**

Patrick Kearney shared that he feels heard by the Board in the prompt responsiveness to his request. He had two comments he has heard in his interviews with employees: Congress has dictated health

insurance should be secured via employees and management does well addressing this, and a comment stating that benefits do not pay the rent.

### Patronage Refund

John presented on this year's status regarding the patronage refund and introduced Madelyn Cataford, the Director of Finance and IT. Madelyn provided an overview of the process for determining and distributing patronage refund. Management provides a recommendation on the cash percentage based on future capital needs. In a state of no profitability, a patronage refund will not be issued.

City Market is a non-profit in regards to Member sales and a for-profit grocery store for non-Member sales.

The Board asked clarifying questions.

Since the store finished with a financial loss and negative net income, no patronage refund will be issued this year.

### NCG 2018 Participation Report

Faye presented the second annual NCG report to the Board. The Board shared personal observations and asked clarifying questions.

John provided an overview on required and recommended participation in educational and professional development opportunities.

Madelyn and John provided a quick overview on the benefits package, which contributes to higher spending on salaries and benefits. The Co-op has one of the leading benefits packages in the reported data set.

### **GM Reporting**

#### Monthly GM Update

John presented his report to the Board. Highlights included but were not limited to healthy overall general sales, overcoming adverse events (water contamination, power outage, and recently failed compressors), development of an annual employee wellness plan, and preparing for the annual financial audit.

The Board shared observations and asked clarifying questions. The Board and John discussed sourcing locally and how sources are established.

### A: Ends

John presented the A report to the Board with one correction: page 3, section "1. Store sales...", in the fifth line corrected to read "...ongoing challenges with **un**employment..."

The Board broke into working groups of two or three people for focused conversations for 15-20 minutes.

The Board returned to a larger group and shared brief report outs on highlights of the small group conversations, including but not limited to impressive investments in the community, a desire to carefully reevaluate and recommit to intentional financial investments in the community, Member pride and understanding, staff representation in the Ends and a focus on culture, engaging in climate change activism, and exploring where data collection could be changed or expanded upon. The Board is interested in revisiting stories, the narratives, and the language used to describe the cooperative's mission and vision in the current culture, climate, and community.

The Board shared reflections, observations, and asked clarifying questions. John reinforced interest in further developing the narratives - "the what" and "the how" - and how the content is disseminated. He reminded the Board to be focused and intentional, while keeping limited resources in mind – prioritizing focus areas to set the tone for future points of focus.

Faye noted the Board has monitored a lot of the presented data in other reports.

The Board accepted the report as demonstrating compliance with the policy and accepted the report as written. The Board recognized there is more work to be done to address the policy, and they look forward to continuing the discussion at the Board retreat.

#### B9: Membership policy proposal

Faye presented B9 to the Board. The Board accepted B9 as the new member policy.

#### Filling the Board Treasurer Role

Faye invited Board Members to share interest in the treasurer position. Jim Rudolph shared an interest in serving in the treasurer position.

The Board voted to approve Jim to serve in the interim treasurer position until the next executive board election.

#### **Open Board Time**

The Board did not have any local updates or developments to share at this time.

Alison asked about recently spotting a Tony's Chocolonely truck on site. They rolled through town temporarily and approached City Market to run a brief pop-up. It was very fun and successful.

#### **Future Planning**

##### Open Member Time Response

Faye sent Patrick a follow-up email from the last meeting, and they shared this with the Board. Patrick shared their appreciation for the response. Faye committed to continuing the dialogue with Patrick on behalf of the Board.

##### Co-op Café

Board members are welcome to attend the Co-op Café on October 19<sup>th</sup>. Julia promoted the event as a great space to engage in important conversations, to put the Co-op in context with other cooperatives, and to network with local cooperatives and their experiences.

### Fall Board Retreat

Faye checked in with the Board regarding goals and vision for the retreat, including incorporating discussions on the A Ends policy, Member engagement, part I of a two-part conversation on developing criteria on new initiatives and proposals brought to the Board.

The retreat will occur at the Barn at the Intervale Center. Two Board members had personal conflicts that will require them to leave early-afternoon.

### Member Meeting Agenda Review

John presented the drafted meeting agenda to the Board.

The Board received 13 candidate applications for the Board, so 30 minutes of the meeting has been allocated for carefully timed speeches/presentations. Meeting should wrap up by 9:30pm.

The Board historically takes their group photo during the event. Liz will have special name tags for all of the Board members. Board candidates will also have special buttons to help members identify candidates during the meeting.

### Review Board Calendar

John did a quick overview of the upcoming co-op-networking luncheon.

The Board reviewed the calendar.

### **Wrap Up**

Faye facilitated a “Plus, Minus, Delta” share to close out the general session of the meeting.

The Board appreciated the small group exercise, which promoted greater dialogue. The Board requested discussion prompts in advance, next time they do a similar exercise. The Board felt they had shared vision and experience when reviewing the A Ends policy.

### **Executive Session**

The Board moved into Executive Session at 8:15 PM to hear an update on Union negotiations and to hear an update on Member Meeting Q&A prep.

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

### **Adjourn**

The Board adjourned at 8:55 PM.

### **Action Items**

**Eric & Faye** will put together an overview of the decision process regarding the open fourth board member seat and will share that with Patrick Brown.

**The Board** will RSVP for the Co-op Café no later than October 01.

**John** will send a reminder email to the board to confirm the RSVP deadline.

**Liz** will send all Board candidates a reminder to practice their speeches, highlighting the pressing need to remain within the allocated time limit.

**John** will provide a follow-up to the “Four Seasons” discussion within the next three months.