

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

May 20, 2024

Board Attendance:

Kristina Sweet (she/her), Board Member, President

Jody Landon (she/her), Board Member, Treasurer

Myle Barr (she/her), Board Member, Secretary

Mitch Manacek (he/him), Board Member

Brian Tobin (he/him), Board Member

Jen Savas, Board Member*

Sam Werbel (he/him), Board Member, Vice President*

Rubin Jennings (he/him), Board Member**

**joined at 6:07 PM which is why early votes were "5"*

***joined at 6:08 PM which is why early votes were "5"*

Absent:

Shannon Kilpatrick (she/her), Board Member

Also in attendance:

Michael Healy (he/him), Member, Board Meeting Facilitator

Emily O'Hara (she/they/we), Member, Board Meeting Minutes-Taker

John Tashiro (he/him), General Manager

Lauren Jones (she/her), Membership Manager

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

Trish Redalieu (she/her), Director of People & Culture

Serrill Flash, Co-op Member

Nick Tatakis, Co-op Member (invited by Sam)

Preliminaries

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

Review Agenda

Agenda was reviewed and approved as written with 5 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from April 15, 2024 meeting, and the meeting minutes were accepted with the following change/update:

with 5 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 1 item was removed.

Open Member Time

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding solar eclipse success; sales trending beyond the monthly budget; a need for more memberships; safety discussions with the Mayor of Burlington; construction challenges, and union contract developments.

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

John presented the B4: Financial Condition, highlighting underperformance with Membership growth (against a healthy rate last year).

The Board shared personal observations and asked clarifying questions.

The Board found the definitions and interpretations reasonable, there was enough data to determine compliance, and the data demonstrated compliance with the policy (except for 4.5). The Board approved the report as demonstrating compliance with the policy except where noted, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

B5: Communication and Counsel to the Board

John presented the B5: Communication and Counsel to the Board, highlighting a majority of items [as] in full compliance.

The Board shared personal observations and asked clarifying questions.

The Board found the definitions and interpretations reasonable, there was enough data to determine compliance, and the data demonstrated compliance with the policy. The Board approved the report as demonstrating compliance with the policy, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

FY25 Draft Board Budget

John and Jody presented the FY25 Draft Board Budget to the Board highlighting some key items such as food expenses for retreats and changing outreach materials from mail to digital.

Board of Directors candidate application and process

John shared the BOD Candidate Application with the Board and explained the timing of the 2024 Board Election, highlighting ways to make the application format and process more accessible.

Board-Management Retreat Reflection

The Board was grateful for the time and space to connect outside of a meeting.

Board Self-Monitoring

C2: GM Job Contribution

Myle presented her review of C2: GM Job Contribution and shared personal observations.

Myle found the Board in compliance with the policy, and it fairly and accurately reflects what the Board does, in action.

GM Annual Evaluation Process: memo and working group

Sam summarized the process with an emphasis on the schedule. Mitch, Kristina, Brian, and Myle joined the working group.

~Half-time stretch~

Board Perpetuation Committee Update

Jody and Mitch provided an update highlighting ideas about how to bring on new Members including City Market staff as prospective future applicants. The committee will work with Trish and Cheray to communicate via “Community” updates.

Board Perpetuation Committee charter revision

Under “Member Terms”, do we need to say anything about an extension of a term for a Member? More discussion needed.

Board Appointment Process

Rubin shared that he is stepping down from the Board at this time. There was deliberation about whether to appoint someone to have a full Board. Board Members leaned towards sending the opening announcement to Members and greater networks. Kristina to touch-base with Jody and Mitch about what role the Board Perpetuation Committee would play. John noted staff capacity.

Board Education and Training

Columinate Webinars & Events

Jody went to a training this month (May) which was a webinar presented by the University of Wisconsin’s Center for Co-operatives titled: “Worker Co-op Findings from the Cooperative Governance Research Initiative” (2021). It focused on board work including composition and qualifications.

CCMA 2024 Annual Meeting

Potential carpool; trying to make the 5pm welcome session on Thursday followed by dinner. City Market is presenting on that Friday. The presentation has been drafted for review and John will share with the Board once finalized.

Open Board Time

Future Planning

Open Member Time Follow-up

Thank you to Serrill and Nick for attending!

Review Calendar

Generally, to schedule a review of the Board Member application process in April 2025 (rather than May 2025).

Presently:

Mitch can present about committee principles (July).

Jody can present about initiation of the board's job policy.

Wrap Up

Action Items

Emily presented 4 action items to the Board.

Meeting Evaluation

Good meeting.

Executive Session with GM

The Board moved into Executive Session with the GM at 8:48 PM. In the Executive Session, the Board reviewed City Market's Q3 Financials with Madelyn Cataford and asked any clarifying questions. The Executive Board Session with the GM and Madelyn concluded at 9:06 PM

Adjourn

The meeting adjourned at 9:06 PM

Action Items

May 2024

Mitch to redraft some language in the candidate application process.

Mitch, Kristina, Brian, and Myle to join the GM Annual Evaluation working group.

Kristina to touch-base with **Jody and Mitch** about what role the Board Perpetuation Committee would play in potentially appointing a new Member.

All Board Members to complete the Doodle poll that **John** will send.