

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom

October 28, 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

Shannon Kilpatrick (she/her), Board Member (joined later, hence the switch from 7 to 8 votes)

Absent:

Also in attendance:

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

Em O'Hara (any + all pronouns), Member, Board Meeting Minutes-Taker

John Tashiro (he/him), General Manager

Lauren Jones (she/her), Membership Manager

Valerie Masiello (she/her), Operations Support Manager

Amanda Bushor, Director of Finance

Preliminaries

A quorum was established, and the meeting started at 6:05 PM.

Review Agenda

Agenda was reviewed and approved as written with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from September 23, 2024 meeting, and the meeting minutes were accepted with the following change/update:

with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 0 items were removed.

Open Member Time

Board Perpetuation Committee Update

Jody and Mitch presented a brief update regarding the Board Perpetuation Committee including meeting outcome and next steps.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding a general sales summary, staff promotion(s), a communication evolution (a change to Klaviyo, the Co-op's new email marketing service), and recent gatherings (a recent XL sized co-op(s) meeting in Chicago and the Vermont Professionals of Color Network of Executive Leadership meeting in Burlington.)

The Board shared personal observations and asked clarifying questions.

B: Global Executive Constraint

John presented the B: Global Executive Constraint to the Board, highlighting general updates.

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.

Co-op Patronage Refund and Profitability

John reviewed the overall process, calculations and highlighted the fundamental difference between Member and non-Member purchases. Once the Co-op achieves profitability, John would plan to provide a recommendation for offering a patronage refund. (Obligated by law to give 20%, yet previous returns have been even higher.)

Certify Board of Directors election results

Three Member candidates applied and each of them had at least one vote. (There were no handwritten votes.)

The Board approved the results, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Member Meeting and Board of Directors Election Reflections

The Member meeting was a great way to build community (and enjoy great food).

Board Self-Monitoring

D3: Board Officers, Elections and Roles

Jen presented her review of D3: Board Officers, Elections and Roles and shared personal observations including changes to certain roles. For example, the Secretary is to keep time, going forward.

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

~Half-time stretch~

Board Self-Monitoring

D4: Board Members' Code of Conduct

Kristina presented her review of D4: Board Members' Code of Conduct and shared personal observations, including how she feels that the Board is following the policy, then opened it up to questions.

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

Open Member Time Follow-up

Board Education and Training

Mitch lifted up the Food and Drug Administration's alert of certain cinnamon products.

Board Perpetuation Committee Charter

Kristina proposed a charter revision: "[...] present a work plan." (Board Members also shared reflections about recruitment efforts and John suggested more fleshing out about what is understood or expected as part of a work plan, to be determined at the upcoming Fall Board retreat.)

The Board approved the revision, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

GM Evaluation Process Reflection

Kristina asked Board Members to think about how this process could be changed and potentially enhanced. (Encouraged to share out at the upcoming Fall Board retreat.)

Open Board Time

Members shared observations. Myle is not running again (term ends at the end of December.)

Draft Board-Management Retreat Agenda

Morning portion will include Cheray, Trish, and Amanda for presentations.

Future Planning

Review Calendar

The next Board meeting is on Monday, December 9, 2024 (in person).

Fall Board-Management Retreat

Sunday, November 3, 2024 (in person)

Holiday Social

Event planning is underway for sometime in late January 2025.

Wrap Up

Action Items

Emily presented 3 action items to the Board.

Meeting Evaluation
Effective and timely!

Executive Session with GM

The Board moved into Executive Session with the GM at 8:34 PM. The Board discussed and asked clarifying questions regarding the NCG 2023 Participation Report during the Executive Session. The Executive Board Session with the GM concluded at 9:09 PM.

Adjourn

The meeting adjourned at 9:09 PM.

Action Items

October 2024

Sam to add training on co-op business structure education to the parking lot.

Kristina, Sam, John, Michael (Planning Team) to think about how to bring the “D3: Board Officers, Elections and Roles” policy review back into focus.

All to complete homework before the upcoming Fall Board retreat.