

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

Board of Directors Meeting

In Person, South End Community Room

March 24, 2025

### **Board Attendance:**

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

Mariella Torres (she/her), Board Member, Vice President

Shannon Kilpatrick (she/her), Board Member, Secretary

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

Kristina Sweet (she/her), Board Member

Mitch Manacek (he/him), Board Member

Brian Tobin (he/him), Board Member

Simon Bird (he/him), Board Member

Pamela Hunt (she/her), Board Member

### **Absent:**

N/A

### **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

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

Carrie Logan (she/her), Former Co-op Assistant Outreach and Education Manager

Tim Johnson, Member

Serrill Flash, Member

### **Preliminaries**

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

### Review Agenda

Agenda was reviewed and approved as written with 9 supporting votes, 0 abstentions, and 0 dissenting votes. Kristina suggested adding an item to discuss [an] appointment for Mitch's position.

### Review Minutes

The Board reviewed the meeting minutes from February 24, 2025 meeting, and the meeting minutes were accepted with the following change/update:

- Under "Also in attendance" Add "Former Board & Perpetuations Committee Member" to Meghan Diffenderfer (she/her)'s affiliations (in addition to the "Former Co-op Member and Employee"
- Under "Review Calendar" updates, add that Mitch will review D.9 in the March 2025 meeting

with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

### Review Action Items

The Board reviewed the Action Item list and 4 items were removed (all tasks completed).

### **Open Member Time**

Serrill noted the quality selection of condiments and how he wonders about whether a future board meeting could be held at the Downtown location.

Carrie spoke about her having been laid off and the ways in which it disrupted her livelihood: from how the news was relayed and on such short notice to the termination of her IT system access.

Tim remarked on how he feels like his proposal to use less plastic is not being received with respect or taken seriously. He shared ideas about how to sell more items in bulk and to work with producers to achieve this outcome as well as a commitment from leadership.

### **GM Reporting**

#### Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding the second in a series of “Co-op Voices” with questions from staff which included the new restructure, i.e. one store manager for each location, and staff lay-offs.

Trish spoke about how this has been a positive step to provide more transparency. Trish also discussed how the Co-op is navigating new federal Immigration and Customs Enforcement (ICE) protocols including the Co-op’s attendance at a webinar series led by Vermont Treasurer Pieciak: The first webinar in the series focused on ICE and updating managers whose teams might include New Americans.

John emphasized the level of uncertainty felt at the local, state, and national levels regarding federal regulations; the sales underperformance which might be due to a lack of consumer confidence; and the forthcoming old YMCA building construction which was slated for spring, yet might be disrupted due to construction on Main Street.

The Board shared personal observations and asked clarifying questions.

#### B7: Customer Service & Value

John presented the B7: Customer Service & Value, highlighting certain figures including the Downtown basket size (which has increased since the last review of this report). He also spoke to the impact of imports from Canada and Mexico as well as general operational changes including virtual formatting for customer comment cards.

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 9 supporting votes, 0 abstentions, and 0 dissenting votes.

### **Board Perpetuation Committee Presentation**

Mitch highlighted the anticipation of getting started, an upcoming announcement under Member workers news, an upswing in momentum.

Sam recalled strategic tactics that were previously discussed regarding digging into next steps that could be initiated based on interactions with the Board.

Jody encouraged the Board to reach out to people in their respective networks as well.

### **Board Self-Monitoring**

#### D9: Board Terms of Office

Mitch presented his review of D9: Board Terms of Office and shared personal observations

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

#### D11: Board Perpetuation

Kristina presented her review of D11: Board Perpetuation and shared personal observations. Consensus was reached that while monitoring requirements have been and continue to be met, the Board is not reaching their goals; essentially, the current goal of three open seats does not result in enough candidates. Michael encouraged the Board to revisit their by-laws because his understanding is that this Board can not keep people off of the ballot.

Kristina found the Board in compliance with the current iteration of the policy, yet there is a need to revisit and update the policy so that it fairly and accurately reflects what the Board does, in action.

Final proposal is to begin the conversation about how to fill vacant seats on the Board.

### **Board Education and Training**

#### CBL 101 & Columinate Events

Pam recently attended a Board training.

#### CCMA 2025

Agreement was reached to prioritize attendance for the President and Vice President this year. Decisions to come (January 2026 calendar item) on selection process for future iterations of attendance selection criteria for the conference.

#### Seedling Grant Celebration

John shared how the Co-op needs to rethink the Seedling Grant program in its entirety including the amount and how the grantee process works overall. He sought the Board's support to forgo a

celebration this year. Cheray would lead this work in potential partnership with nonprofit recipients from years past.

#### Spring Board Retreat – 4/19/25

Sam is setting the agenda for this retreat.

As a retreat topic, John suggested considering the importance of the Board's understanding of the Co-op's culture in terms of ways of working, existing union contract(s), etc.

*~Half-time stretch~*

#### **Appreciation for Departing Board Member (Mitch)**

The Board went around and shared their sentiments for Mitch's last meeting. Mitch also shared reflections.

#### **Open Board Time**

Members shared personal anecdotes.

#### **Future Planning**

##### Open Member Time Follow-up

Create some time at the retreat to discuss the recent layoffs and efforts to be more transparent.

John has offered to meet with Tim to discuss how the Co-op has taken steps to reduce the use of plastic.

Parking, safety, and food considerations are taken into account when planning for Board meetings hence why the Downtown location is typically not a prime meeting place.

##### Review Calendar

Simon will lead D7 monitoring item and Shannon to lead D8: Cost of Governance in April.

Pam will lead C2: GM Job Contribution in May.

Two Justice, Equity, Diversity, and Inclusion (JEDI) training sessions are scheduled to take place on May 24, 2025. (Time is tentatively scheduled from 9:00 AM to 3:00 PM.)

#### **Wrap Up**

##### Action Items

Emily presented 6 action items to the Board.

##### Meeting Evaluation

Dinner was delicious! A marked uptick in Co-op Members attending Board Meetings.

### Executive Session

The Board moved into Executive Session with the GM at 8:35 PM. The Executive Session covered how the Co-op can better communicate any changes. The Executive Board Session with the GM concluded at 9:11 PM.

### **Adjourn**

The meeting adjourned at 9:11 PM

### **Action Items**

#### March 2025

**Sam** and **Mariella** to determine a process for revisiting the D.11 Board Self-Monitoring policy.

**John** to circulate last year's budget to Board members and this year's (once completed; forthcoming).

**John** and **Sam** to add the CCMA selection process to the calendar and work plan, respectively.

**Mariella** to add a discussion about the possibility of having a Board meeting at the Downtown location to the parking lot. (This is part of her greater work on the parking lot process.)

**All** to find time at the retreat to discuss recent restructuring.

**John** to ask Lauren to check the May 26, 2025 Zoom meeting date and confirm that the calendar invitation has been changed to May 19, 2025.