

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom

May 19, 2025

Board Attendance:

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

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

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

Kristina Sweet (she/her), Board Member

Brian Tobin (he/him), Board Member

Simon Bird (he/him), Board Member

Pamela Hunt (she/her), Board Member

Absent:

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

Also in attendance:

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

Emily R. O'Hara (any/all), Member, Board Meeting Minutes-Taker

John Tashiro (he/him), General Manager

Lauren Jones (she/her), Membership Manager

John Tanis (he/him/his), Member

Amanda Bushor (she/her), Director of Finance

Serrill Flash (he/him), Member

Preliminaries

A quorum was established, and the meeting started at 6:04 PM.

Review Agenda

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

(B5: Communication and Counsel to the Board missing from the Board Packet.)

Review Minutes

The Board reviewed the meeting minutes from the April 28, 2025 meeting, and the meeting minutes were accepted with the following change/update under the "Open Board Time" item:

From: "Kristina referenced the Co-op's website which showed the Senior Team Members that reported directly to the GM and shared how this was helpful and relevant to her (and for new Board Members, too)."

to: "In response to a question about the Co-op's organizational chart, Kristina referenced the Co-op's website which showed the Senior Team Members that reported directly to the GM and shared how this was helpful and relevant to her (and for new Board Members, too)."

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

Review Action Items

The Board reviewed the Action Item list and 1 item was removed (one task completed).

Open Member Time

GM Reporting

Monthly GM Update

John presented the GM Update to the Board highlighting updates regarding sales underperformance to budget, impacts to pricing from tariffs, efforts to maximize margins and better track inventory (both back-stock and shelved product). Anticipated that May should be a good month due to Membership drive and Member Discount Days (third time with this initiative).

John shared that the majority of the Consumer Cooperative Management Association (CCMA) sessions will be recorded. They would only be available after the meeting. He will be buying into a package so that Board Members can access the recordings.

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

John presented the B4: Financial Condition for the Board highlighting overall performance; Amanda asked Board Members if they had any questions about the source data.

The Board shared personal observations and asked clarifying questions:

- Pam observed the date of the report about the fiscal year that ended June 2024.
- Kristina noted the distinction between sales goals and budgetary goals depending on what kind of financial monitoring is undertaken.

Sections 4.3 and 4.5 were designated as out of compliance.

The Board found the definitions and interpretations reasonable, there was enough data to determine compliance except where noted, and the data demonstrated compliance except where noted with the policy. The Board approved the report as demonstrating compliance except where noted with the policy, with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

B5: Communication and Counsel to the Board

Postponed until next month's meeting (June 2025).

Draft FY26 Board Budget

John presented the draft budget for FY26 highlighting the rationale behind why there was a slight reduction particularly with the Annual Member meeting outreach event. Slight increase seen in conference expense(s) including CCMA costs and a buffer for consultative fees. (FY26 will include union contract negotiations.)

Board of Directors Application Process

John shared insight into the process which opens June 1, 2025.

Board Self-Monitoring

C2: GM Job Contribution

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

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

GM Annual Eval Process Review

Board Members shared their reflections about the role of the GM.

Board Perpetuation Committee

Jody and Pam provided an update from the perpetuation committee including cards to express interest in joining the Board and tabling opportunities throughout the summer. They shared that Jennifer (Hsieh) has expressed interest in joining the Board. Jody and Pam will have a discussion with Jennifer about their interest and the Board application process. The Board voted to approve this action with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

Board Appointment Discussion

Sam introduced this item highlighting that Board Appointments could happen as early as June 2025.

~Half-time stretch~

Community Service Award Nomination Process

John reviewed the nomination process for the Community Service Award in honor of Don Schramm with the process beginning on June 1, 2025 through July 15, 2025.

Sam encouraged Board Members to share with their networks and to conduct due diligence of nominees.

Board Education and Training

CBL 101 & Columinate Events

Saturday, May 24 is the Equity, Belonging, Inclusion and Access (EBIA) training with NCG's Gabby Davis (20 people had registered).

CCMA 2025

(See John's note above regarding recordings.)

Open Board Time

Future Planning

Open Member Time Follow-up

Summer/Fall Social Planning

Possible social in late “Summer Sizzler” or early “Fall Festive” event. (Doodle Poll to follow.)

Review Calendar

Mariella to do D5 and Sam to take D2 in July 2025.

Wrap Up

Action Items

Emily presented 6 action items to the Board.

Meeting Evaluation

Executive Session

The Board moved into Executive Session with the GM at 8:14 PM. The Executive Session covered the third quarter financials and the strategies behind the Business Plan. The Executive Board Session with the GM concluded at 8:57 PM.

Adjourn

The meeting adjourned at 8:57 PM.

Action Items

May 2025

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

John to talk to Cheray about Board Perpetuation tabling opportunities this summer.

Mariella to do D5 and **Sam** to take D2 in July 2025.

Sam and **John** to send out Doodle Poll for the summer/fall social.

John to monitor the B5 report in June 2025.

Jody and **Pam** to contact Jennifer Hsieh regarding expression of interest.