

Onion River Co-op/City Market

Board of Directors Meeting

In Person, SE Community Room

June 23, 2025

Board Attendance:

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

Kristina Sweet (she/her), Board Member

Brian Tobin (he/him), Board Member

Simon Bird (he/him), Board Member

Pamela Hunt (she/her), Board Member

Shannon Kilpatrick (she/her), Board Member, Secretary (joined at 6:32 P.M. hence the change in supporting votes tally)

Absent:

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

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

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

Serrill Flash (he/him), Member

Stephen Marshall (he/him), Member

Jennifer Hsieh, Member

Jessica Doyle, Member

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 28, 2025 meeting, and the meeting minutes were accepted with the following change/update:

- Under the "B4: Financial Condition" section:
 - Change from "source code" to "source data"
 - Add: "except where noted" after mention of the word "compliance" in the last paragraph:

The Board found the definitions and interpretations reasonable, there was enough data to determine compliance [add: except where noted], and the data demonstrated compliance [add: except where noted] with the policy. The Board

approved the report as demonstrating compliance [add: except where noted] with the policy, with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

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

Review Action Items

The Board reviewed the Action Item list and 5 items were removed (six tasks completed).

Open Member Time

Stephen Marshall (Member) suggested that there be something in the minutes or attached to the minutes as an appendix which documents how the Board of Directors vote and on which items in particular. Stephen raised concerns about the shift in the co-op's culture towards security investments. For example, the change to closing the café at 7:00 P.M. He referenced the policies and bylaws when explaining his stance and sentiments, including his remarks on the relationship between City Market and Food Not Cops/Bombs. He also shared a suggestion with Kristina about indicating spiciness levels on hot/cold bar food items.

Serrill Flash (Member) remarked on bike parking amidst the construction.

Jennifer Hsieh (Member) connected with Pamela Hunt (Board Member) about Board of Directors elections and attended the meeting to learn more about the co-op's operations.

Jessica Doyle (Member) is attending the meeting out of an interest in grocery and operations.

Emily O'Hara (Member) echoed Stephen's concerns about City Market ceasing its weekly produce donation to Food Not Cops/Bombs (thereafter: FNC/B) and the subsequent media coverage in *Seven Days* as well as communication from staff. She noted how there might be an opportunity for being more transparent about the process and the truth around this narrative.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding Equity Belonging Inclusion and Access (EBIA) training with 200 staff in attendance; sales impacts from Member Discount Days which engaged close to 3,000 Members, although the increase in sales for those days did not make up the gap for the Co-op to meet the monthly budget. John referenced a variety of other factors that contributed to the shortfall in sales such as tariffs and greater political climate and on-going security issues including a need for safety measures to address assault, theft, and overdose prevention. John also highlighted how the Co-op has always strived to be transparent with the media including with the recent coverage by *Seven Days*, and conveyed disappointment with how the information and facts he and Cheray provided were distorted and shared without the context.

The Board shared personal observations and asked clarifying questions.

B5: Communication & Counsel to the Board

John presented the B5: Communication & Counsel to the Board, highlighting his appreciation for the Board and their understanding of receiving frequent emails including all “All Staff” messages.

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

B9: Membership

John presented the B9: Membership for the Board, highlighting digital communication via email versus standard mail. John will check on the number difference in the table within B9.2 eg # of Members between years 2020 and 2022 who received digital communication to vote compared to those Members who officially voted digitally in the election.

The Board shared personal observations and asked clarifying questions including questions about clarity on the presentation of the information and whether more innovative practices can be applied for voting incentives.

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

Board Perpetuation Committee

Pam provided an update from the Perpetuation Committee regarding tabling events. Board Members are needed for volunteer tabling sessions on Saturday, July 12, 2025 from 11:00 A.M. to 2:00 P.M.; Friday, August 1, 2025 from 4:30 P.M. to 7:00 P.M.; and Friday, August 22, 2025 from 4:30 P.M. to 7:00 P.M. The Committee is meeting again on Saturday, June 28, 2025.

Board Education and Training

Cooperative Board Leadership (CBL) 101 & Columinate Events

Consumer Cooperative Management Association (CCMA) 2025

Sam shared about the connections he made with other co-ops’ General Managers and Boards of Directors.

John shared that he was on the CCMA Planning Committee and remarked on the planning that went into the conference; the record number of proposal submissions; and some contentious, healthy discussion that emerged regarding the term/concept “food deserts” and alternative options like [food] “justice” / “sovereignty” / “access” instead.

Board Self-Monitoring

C3: Monitoring Manager Performance

Kristina presented her review of C3: Monitoring Manager Performance and shared personal observations highlighting how the policies are set up for continual monitoring and evaluation. Kristina found the Board in compliance with the policy, and it fairly and accurately reflects what the Board does, in action.

~Half-time stretch~

Open Board Time

Board Members shared personal updates and reflections.

Future Planning

Open Member Time Follow-up

Sam noted how Board Members did not need to respond to Stephen's observations and reflections since he had left at that point in the meeting. However, John responded to some of the comments raised during the Open Member Time agenda item including Stephen's reflections about safety and security: John noted changes to store protocols such as closing one of the South End store entryways at 6:00 P.M. since safety related developments and challenges at the Downtown location have now started to emerge at the South End location.

Regarding the FNC/B issue, *Seven Days* requested a comment on 24-hours' notice. John clarified that City Market had never donated to FNC/B from an organizational standpoint. There had been opportunities to volunteer through the Member Volunteer program up in previous years. However, City Market had to pause working with FNC/B last year (2024) having learned that they did not have insurance. City Market was happy to restart the program once FNC/B had insurance, but had not heard further from them with any insurance updates. In sum, while there may have been staff who donated autonomously, there has never been a formal produce donation from City Market as an organization.

Shannon asked about when the South Union Street entrance might be re-opened and John shared about how it was under discussion as they were in conversations with the owners of the Old YMCA construction project about the possibility of a designated traffic flagger.

Fall Board Retreat Date Confirmation

John confirmed: Sunday, November 2, 2025 from 9:00 A.M. to 3:00 P.M.

Fall Festive Social Date Confirmation

John asked Board Members to hold two dates: Wednesday, October 22, 2025 and Thursday, October 23, 2025. (Regardless of which date, the social will be held in the evening.)

Review Calendar

Pam can conduct D6 in preparation for August 2025.

The Annual Member Meeting will be at the Main Street Landing venue in Burlington, Vermont, on September 25, 2025. Potential parking challenges were noted and suggestions for workarounds were shared.

Wrap Up

Action Items

Emily presented 7 action items to the Board.

Meeting Evaluation

Executive Session

The Board moved into Executive Session at 7:50 PM. This time consisted of two separate sessions, the first with Board Members and the GM and the following with Board Members-only. The Executive Session covered internal and external operational challenges. The Executive Board Session concluded at 9:06 PM.

Adjourn

The meeting adjourned at 9:06 PM

Action Items

June 2025

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

John will check on the number difference in the B9.2 Membership table for digital election communication and ballots (between years 2020 and 2022).

Pam will email the Board with actual dates and times with tabling information in July and August.

John will follow up with Members (Stephen, Em, and Serrill) at a later date regarding safety and security, FNC/B, and spiciness levels of the hot/cold food bar items (Stephen), FNC/B (Em), and bike parking (Serrill).

Pam to conduct D6. in preparation for the August 2025 meeting.

Michael to resend an ask for help with Board Candidate Orientation.

John will follow up with the Board about the Fall Festive date (either October 22 or October 23).