

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

July 21, 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

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

Kristina Sweet (she/her), Board Member

Simon Bird (he/him), Board Member

Pamela Hunt (she/her), Board Member

John Tanis, Board Member

Absent:

Brian Tobin (he/him), Board Member

Also in attendance:

Emily (“Em”) R. O’Hara (any/all), Member, Board Meeting Minutes-Taker

John Tashiro (he/him), General Manager

Lauren Jones (she/her), Membership Manager

Serrill Flash (he/him), Member

Don Schramm, Member

Jennifer Hsieh, Board Perpetuation Committee Member

Madelyn Cataford, Member

Spencer Wright, Member

Amanda Bushor, Director of Finance

Preliminaries

A quorum was established, and the meeting started at 6:02 PM.

Review Agenda

Agenda was reviewed and approved as written with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from June 23, 2025 meeting, and the meeting minutes were accepted with the following change/update:

Executive Session Summary

The Executive Board session concluded at 9:06 P.M., but there were two Executive sessions, i.e., one with John and one with Board Members. A slight change is needed here to distinguish between the two since it was the Board Members-only meeting that ended at 9:06 P.M. (whereas the meeting with John ended earlier than that.)

with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and five items were removed (two tasks [D.11 and D.6] are still ongoing).

Open Member Time

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding financials and safety challenges (including theft and assaults). Upon review of FY25 financial performance, the Downtown store underperformed significantly to budget while the South End store outperformed to budget. Contributions to sales by each store have changed in that they are currently fairly equal across both store locations. Decreased transaction count at the Downtown store remains concerning and will likely continue given safety concerns and parking impacts. In the South End, the conclusion of phase two of the Champlain parkway will be a factor financially in future. In both store locations, inflation and tariffs (including the drop in Canadian consumers) are also contributing factors.

The Board shared personal observations and asked clarifying questions.

B2: Budgeting and Financial Planning

John presented the B2: Budgeting and Financial Planning to the Board, highlighting Amanda's (Bushor) contributions to this report. There were a few areas of non-compliance (e.g., B.2.123 and B.2.125). Numbers will be updated in future as the team looks to audit and finalize the 2025 financial year performance.

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.

Board Perpetuation Committee

Jody, Pam, and Shannon provided updates from the perpetuation committee including review of a draft Front Porch Forum post created by Jennifer H. A discussion point was raised about how this might be a possibility for a Board education opportunity.

Don Schramm volunteered to table at the August 1, 2025 event.

Community Service Award Nominations

Board Self-Monitoring

D5: Committee Principals

Mariella presented her review of D5: Committee Principals and shared personal observations.

Mariella found the Board to be in near compliance with the policy (pending the Action Item below), and it fairly and accurately reflects what the Board does, in action.

D2: The Board's Job

Sam presented his review of D2: The Board's Job and shared personal observations.

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

National Cooperative Grocers (NCG) Membership Agreement Review

John summarized City Market's status as a food co-op member of NCG. NCG typically designates a co-op's General Manager or Chief Executive Officer as the Designated Representative. (More information, including anti-trust regulations, is in the documents shared with Board Members.)

~Half-time stretch~

Board Education and Training

CBL 101 & Columinate Events

Oct 23 Fall Festive date reminder

Nov 2 Fall Board Retreat date reminder

Open Board Time

Future Planning

Open Member Time Follow-up

Review Calendar

Pam to conduct D6 in preparation for the August 2025 meeting and D3 ahead of the October 2025 meeting.

Simon to review D4 ahead of the September 2025 meeting.

Wrap Up

Action Items

Emily presented 6 action items to the Board.

Meeting Evaluation

Kristina shared her appreciation for Sam in taking on the meeting facilitation and holding both facilitator and President roles.

Executive Session

The Board moved into Executive Session with the GM at 8:10 PM. John (Tashiro) left at 9:00 PM and the session ended at 9:28 PM. The Board voted on the Community Service Award as well as discussed inquiries prompted by the recent Seven Days article of the Co-op. Further, the Board discussed the GM's FY25 annual performance.

Adjourn

The meeting adjourned at 9:28 PM

Action Items

July 2025

Sam and **Mariella** to determine a process for revisiting the D11 Board Self-Monitoring policy.

Sam and **Mariella** will identify next steps regarding updates to the Board Perpetuation binder (specifically, the most recent version of the Committee Charter as the expired version is in the current binder).

Sam and **Board Perpetuation Committee** to discuss the tabling volunteer offer made by Don.

Sam will confirm questions about the B2 report with **John** and follow-up with Madelyn.

John to work with the City Market team to increase visibility of the Board Candidate orientations on the website.

John to follow-up with the Board to provide them with the updated B9 Monitoring report.