

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

Board of Directors Meeting

Virtual, Zoom Meeting

August 25, 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

Brian Tobin (he/him), Board Member

Simon Bird (he/him), Board Member

Pamela Hunt (she/her), Board Member

John Tanis, Board Member

### **Absent:**

### **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

Lauren Jones (she/her), Membership Manager

Helen Rortvedt (she/her), Member

Debbie Friedman (she/her), Member

Madelyn Cataford, Member

Linda Gilpin, Member

Serrill Flash (he/him), 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.

### Review Minutes

The Board reviewed the meeting minutes from July 21, 2025 meeting, and the meeting minutes were accepted with the following change/update:

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 (2 items remain).

## **Open Member Time**

Debbie Friedman is a food policy consultant and longtime Member of the Co-op who relocated from California to Vermont three years ago.

Helen Rortvedt has been a Co-op Member since moving to the Burlington area in 2017 (and a Brattleboro co-op member prior to that); she is considering running as a Board Member.

Linda Gilpin is a Co-op Member and interested in expressing concerns and learning more about the decision-making behind the cancellation of the home delivery service (and Instacart-only delivery which is more costly for consumers) and whether alternative approaches have been considered.

Madelyn Cataford has reviewed financial documents (e.g., B4.10) and is concerned about the financial viability of the future of the Co-op; in particular, the \$1.8 million decrease year-over-year). She also conveyed her disappointment at having not received a response to her recent email sent directly to some Board Members.

Serrill Flash expressed his thanks for the Co-op staff and Board.

## **GM Reporting**

### Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding underperformance, in particular the decline in transactions at the Downtown store. John mentioned that although transactions in the Downtown are down, he highlighted a slight increase with average basket sizes across both stores. This was likely attributed to the various category resets throughout the stores that consisted of analyzing product offerings, purchase trends and pricing. A drop in Canadian customer traffic in the Downtown has also been noticeable. Overall, staffing is steady which is a notable success due in part to the hard work of all the managers. He also attended the virtual meeting between Downtown businesses and the Mayor, which highlighted ongoing issues including general safety concerns, especially in the Downtown area.

The Board shared personal observations and asked clarifying questions.

### B4: Financial Condition

John presented the B4: Financial Condition to the Board, highlighting historical comparison of quarter-over-quarter. Some discussion about compliance and non-compliance with clarification from John that the B4 tries to provide information for each store while still looking at the Co-op as a whole recognizing there are many centralized services that support both stores to varying degrees as needed. This is where it can become challenging to clearly delineate the financial costs and expenses for each store. Everyone agreed to have more in depth conversation to follow in the Executive Session.

The Board shared personal observations and asked clarifying questions.

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 8 supporting votes, 1 abstentions, and 0 dissenting votes.

### **Board Perpetuation Committee**

Jody and Shannon provided an update from the perpetuation committee including encouragement for new voices and perspectives.

### **9/25 Draft Member Meeting Agenda**

John presented the draft Member Meeting Agenda to the Board including community updates, Board candidates, the annual service award announcement, and a significant difference with an extended period for the questions portion of the meeting. The agenda was approved and two Board Members volunteered for roles: Mariella will present the Community Service Award and Kristina will present the “Meet the Candidates” section.

### **Board Self-Monitoring**

#### D6: Board Meeting

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

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

### **Board Education and Training**

#### CBL 101 & Columinate Events

#### Fall Board Retreat Reminder

November 2, 2025

#### Fall Board Social Ideas

October 23, 2025

Dinners have been nice, though not as interactive, so other formats were proposed:

- Outdoor recreation activity
- Paint ‘n Sip
- Feeding Champlain meal packing

Sam, Mariella, and John will plan the fall social with input from Board Members over email.

*~Half-time stretch~*

### **Board Candidate Orientations Update**

John thanked Michael and Board Members for participating in the orientations. We have eight interested candidates from what Lauren (Membership Manager) has shared along with two official applications received so far. Michael was happy to share details about the content and flow or impressions offline if needed, though did not remark on any of this in the Board meeting

this evening aside from a note about how all five candidates who signed up did in fact show up (and attended this evening's meeting, e.g., Helen and Debbie).

### **Open Board Time**

Board Members shared personal anecdotes.

### **Future Planning**

#### Open Member Time Follow-up

Sam conveyed that he would plan to connect and discuss with John to learn more about Madelyn's concerns regarding the recent email she sent to some Board Members. Further, Sam would also discuss Linda's concerns with John about the shift to Instacart and purchases through the Instacart platform that don't allow for discounts as a Food For All Member and/or Member Worker that previously existed with the local delivery system. A timeline of this week and a few weeks was shared by Sam with Madelyn and Linda, respectively. Linda also raised some questions with how best to raise her issues within the Board meeting process and procedures. Sam acknowledged this and would plan to work to clarify these processes.

#### Review Calendar

### **Wrap Up**

#### Action Items

Emily presented 4 action items to the Board.

#### Meeting Evaluation

### **Executive Session**

The Board moved into Executive Session with the GM at 7:55 PM. The Executive Session covered a review of the financial statements, further information from the Mayor's virtual meeting with the businesses and Member comments and concerns. The Executive Board Session with the GM concluded at 9:11 PM.

### **Adjourn**

The meeting adjourned at 9:11 PM

### **Action Items**

#### August 2025

**Sam** and **Mariella** continue 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, Mariella, and John** will plan the fall Board social with input from Board Members over email.

**Sam** to ensure that Co-op Members' comments (brought forth by Madelyn and Linda) will be addressed.