

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

October 27, 2025

Board Attendance:

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

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

Kristina Sweet (she/her), Board Member

Brian Tobin (he/him), Board Member

Pamela Hunt (she/her), Board Member

John Tanis, Board Member

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

Absent:

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

Simon Bird (he/him), Board Member

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

Amanda Bushor (she/her), Finance Director (*Attended for a portion of the meeting.*)

Serrill Flash, Member

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 September 25, 2025 meeting, and the meeting minutes were accepted with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 3 items were removed (all tasks completed).

Open Member Time

[No member shares.]

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding sales, staffing and security.

The Board shared personal observations and asked clarifying questions.

B: Global Executive Constraint

John presented the B: Global Executive Constraint to the Board, highlighting governance operations and specific limitations placed on the General Manager function.

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.

Patronage Refund and Profitability

Presentation from John and Amanda followed by questions and reflections from the Board including how to promote Member benefits like the “Member Discount Days” program.

Annual Member Meeting Wrap Up

Things that worked well:

- Meeting room worked well
- Attendance/turn out felt good
- More intimate setting than Hula

Things that could be better:

- Room was a little tight in the space where eating and socializing was held beforehand
- Expanded Q&A period was good and most people thought they had time, but really allowing the chance for people to speak
- Structure of when to introduce the Q&A session and potentially rotating between pre-addressed questions and open audience questions
- Check-in process closer to the elevator and/or with clear instruction of the process

Things that could be omitted next time:

N/A

Discussion was had about hosting the event in the downtown area of Burlington again. (John shouted out the City Market team!).

Board Self-Monitoring

D4: Board Members Code of Conduct

Brian presented his review of D4: Board Members Code of Conduct and shared personal observations.

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

D3: Officers and Roles

Pam presented her review of D3: Officers and Roles 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.

~Half-time stretch~

Board Education and Training

CBL 101 & Columinate Events

N/A

Fall Board Retreat Agenda

Sam is really excited and hopes everyone has had a chance to take a look at the agenda! Michael will send two more articles ahead of Sunday's retreat. A virtual option was made available to both Mariella and Simon: Mariella can't attend; Simon is TBC.

Certify Board Election Results

Shannon certified the results. John noted that the Board typically contacts the elected Members; he also posed whether the Board is open to contacting all Members who ran for election. The Board agreed on contacting everyone:

- Sam to contact Debbie and Shoshana
- Kristina to contact Helen and Spencer
- Jody to contact Ayana and Mel

Board Perpetuation Candidate Survey

Questions will be organized into a Google Form and either collected over the phone or sent via email by the Board to interested Board applicants (at the time of post-election outreach) with a suggested deadline of Friday, October 31, 2025. (Kristina forwarded an email which was created in 2022 which includes a call script.)

Open Board Time

The Board shared personal reflections about ongoing conversations with Member(s) and the fall social.

Future Planning

Open Member Time Follow-up

N/A

Review Calendar

Brian will not be at the December Board meeting.

Kristina will review C1 for January.

Wrap Up

Action Items

Emily presented 6 action items to the Board.

Meeting Evaluation

[No input given.]

Executive Session

The Board moved into Executive Session with the GM at 7:44 PM. The Executive Session covered operational issues and the General Manager evaluation process. The Executive Board Session with the GM concluded at 8:19 PM.

Adjourn

The meeting adjourned at 8:19 PM

Action Items

October 2025

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

Sam and **Mariella** to revisit D3: Officers and Roles policy with a potential correction to the existing language.

John will send emails and phone numbers for Board applicants to Sam, Kristina, and Jody.

- **Sam** to contact Debbie and Shoshana
- **Kristina** to contact Helen and Spencer
- **Jody** to contact Ayana and Mel

Jody will forward the Board Perpetuation Candidate Survey questions to **Kristina** who will write up a Google Form for the survey.

John will share calendar updates with Lauren.

Kristina will review C1 for January 2026.