

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

Board of Directors Meeting

Virtual, Zoom Meeting

January 26, 2026

### **Board Attendance:**

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

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

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

Kristina Sweet (she/her), Board Member

Simon Bird (he/him), Board Member

John Tanis, Board Member

Helen Rortvedt (she/her), Board Member

Debbie Friedman, Board Member

### **Absent:**

Brian Tobin (he/him), Board Member

### **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

Don Schramm, Member, Co-op Co-Founder and Former Board President

Serrill Flash (he/him), Member

### **Preliminaries**

A quorum was established, and the meeting started at 6:03 PM.

### Review Agenda

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

Sam made a brief note about the slight reordering of Open Member Time directly followed by Member Follow-Up. Simon clarified that discussion will still be had, if need be, at a later time.

### Review Minutes

The Board reviewed the meeting minutes from December 8, 2025 meeting, and the meeting minutes were accepted with the following change/update:

- B4 Financial Condition; third paragraph should read: [that] “the Board accepted the report and noted that it demonstrated compliance with the policy with the exception of B4.3 and B4.5” or “except as noted”

with 8 supporting votes, no abstentions, and no dissenting votes.

### Review Action Items

The Board reviewed the Action Item list and 6 items were removed (6 tasks completed).

### **Open Member Time**

Don Schramm shared a key piece of the Board's role which is its connection with Members.

### **Member Follow-up**

Sam thanked Don and drew connections to the revised work plan for this year, including increased Member connection.

### **Annual Board Documents**

#### Code of Conduct Agreement

Sam presented the document and the Board asked questions.

#### Liquor License Renewal and Background Checks

GM John shared information about how all Board Members need to sign the renewal and complete the background check questions.

#### Conflict of Interest Declarations

Board Members disclosed potential conflicts of interest:

- Helen is an employee with Northeast Organic Farmers Association (NOFA) Vermont
- Simon is a Board Member for two City Market Rally for Change recipients (e.g., the Champlain Elementary School PTO and Crow's Path Educational School)

These responses will be submitted via individual forms to determine whether any actual conflicts of interest exist.

- All Board Members will fill out the Code of Conduct Agreement and Liquor License Renewal.
- Existing information for current Board Members will inform Conflict of Interest Declarations and Background Checks whereas new Board Members need to fill out this paperwork from scratch.

Questions can be directed to Amanda (and let GM John know if DocuSign materials are not received).

#### Paper Packet Opt-in

Board Members opted out of the paper option.

### **GM Reporting**

#### Monthly GM Update

GM John presented the GM Update to the Board, highlighting updates regarding underperformance to budget and smooth operations during the busy month of November. In December, sales challenges persisted despite Field Day brand promotions which didn't have as much of a sales uptick as anticipated. Staff appreciation was expressed throughout the holiday season.

The Board shared personal observations and asked clarifying questions.

#### A: Ends Report

GM John presented the A: Ends, highlighting the straight-forward nature of the report.

The Board shared personal observations, asked clarifying questions, and shared their framing of the Co-op's benefits (as if they were speaking to prospective [Co-op] Members).

The Board found the definitions and interpretations reasonable, there was enough data to assess performance, and the data demonstrated progress toward the Co-op's Global Ends. The Board approved the report as demonstrating continued progress toward achieving the Global Ends, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

#### B3: Asset Protection

GM John presented the B3: Asset Protection, highlighting how the report is self-explanatory.

The Board shared personal observations and asked clarifying questions, including a note of non-compliance in the heading. (Kristina suggested GM John make an update; this is in the meeting's action items.)

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.

*~Half-time stretch~*

#### **Board Self-Monitoring**

##### C1: Delegation to the General Manager

Kristina presented her review of C1: Delegation to the General Manager and shared personal observations.

Kristina 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

Sam encouraged new Board Members to utilize course benefits through the Columinate membership.

##### 2026 NOFA-VT Winter Conference

Helen shared details about the February 14-15, 2026 conference which will be at St. Michael's College in Colchester.

## CCMA 2026

GM John shared information about this year's annual Co-op conference.

## Spring Board Retreat

GM John has reserved a conference room in the Downtown store.

## **CCMA Selection Criteria**

Sam and GM John spoke to the logistical feasibility of this year's delegation given the conference location in Tacoma, Washington, i.e., two people at a maximum can attend in 2026. (Shannon, Helen and Sam expressed interest in attending.)

## **Board Officer Roles & Officer Interest Declarations**

Sam provided an overview of the Officer selection process and invited folks to share if they were interested in any of the positions. (Shannon, Kristina, Sam, Mariella, and Simon expressed interest in officer roles.)

## **Open Board Time**

Board Members shared personal updates.

## **Future Planning**

### Review Calendar

Simon to review and present D1.

John to review and present D10.

## **Wrap Up**

### Action Items

Em presented 5 action items to the Board.

### Meeting Evaluation

*Board Members did not evaluate the meeting.*

## **Executive Session with GM**

The Board moved into Executive Session with the GM at 8:16 PM. In the Executive Session, the Board discussed the upcoming promotions and the GM annual review. The Executive Board Session concluded at 9:07 PM.

## **Adjourn**

The meeting adjourned at 9:07 PM.

## **Action Items**

### January 2026

**Board Members** will continue the Board Perpetuation Committee discussion via email.

**GM John** to update B3. Asset Production report to “financial conditions” instead of “financial covenants” in the second bullet (3.8).

**GM John** will follow up about the Spring retreat timings and confirm in the next day or so.

**Board Members** to sign annual documents (e.g., Code of Conduct, Conflicts of Interest Declarations, etc.)

**John** to respond to GM John about attending NOFA-VT Winter Conference.