

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

December 8, 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

Kristina Sweet (she/her), Board Member

Simon Bird (he/him), Board Member

John Tanis, Board Member

Pamela Hunt (she/her), Board Member*

**Joined after 7:30 P.M. hence voting tally differences.*

Absent:

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

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

Amanda Bushor (she/her), Director of Finance

Sarah E. Richards, CPA, Partner, Gallagher, Flynn & Company, LLP

Jessa Murphy-Gibbons, Audit Manager, Gallagher, Flynn & Company, LLP

Guy Roberts, City Market Member

Serrill Flash, City Market Member

Jennifer Hsieh, City Market Member

Preliminaries

A quorum was established, and the meeting started at 6:06 PM.

Review Agenda

Agenda was reviewed and approved as written with 6 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from October 27, 2025 meeting, and the meeting minutes were accepted with the following change/update:

- Remove Simon Bird's name from the list of Board Members who were present (as he was absent).

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

Review Action Items

The Board reviewed the Action Item list and 3 items were removed (3 tasks completed with 1 calendar item carrying over).

Open Member Time

Guy Roberts and Serrill Flash introduced themselves.

Jennifer Hsieh shared Board Perpetuation Committee updates.

Auditors' Presentation

See: separate presentation documents from yearly audit review.

Auditors presented annual findings:

- General overview of the terminology, methodology, and relationships (e.g., Mascoma Bank).
- Key highlights included conversations about deferred tax credits and significant deficiency in internal controls regarding the financial reporting close process, i.e., “closing the books” and ensuring all relevant information is captured and presented in accordance with accounting reporting standards (US GAAP [Generally Accepted Accounting Principles]).
 - The main significant deficiency symptom was journal records and statements with subsequent recommendations around updated manual entry process and year-end close calendars.
 - Amanda indicated turnover and new staff, redistribution of tasks, report automation, and training as ongoing efforts.
- Reviewed financial statements and disclosures in depth.

The Board asked questions:

- Whether historical knowledge is captured in the case of future turnover.
- Tax documentation and process.
- New controls and system changes.
- Whether recommendations will be implemented.

Executive Session

The Board moved into Executive Session with Auditors at 7:20 PM and came out of Executive Session with Auditors at 7:40 PM. The Board used the time to ask clarifying questions.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding transaction decline(s) among customers, preliminary B.5 report findings, and festive Halloween atmosphere at the co-op.

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

John presented the B4: Financial Condition to the Board, highlighting the work undertaken by Amanda and the team.

The Board shared personal observations and asked clarifying questions.

The Board accepted the report and noted that it demonstrated compliance with the policy with the exception of B4.3 and B4.5, with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

B8: Board Elections

John presented the B8: Board Elections to the Board, highlighting a significant candidate turnout and total vote. (Sam noted how it was the most votes counted in three years!). John also thanked the work of the Board of Directors for promoting the election.

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

Draft FY25 Annual Report

John aims to keep this year's report relatively simple and is working to finalize the actual letters from the President of the Board of Directors with a final issue date early in the new year (2026).

The Board shared feedback:

- Easily consumable and visual; consider reviewing the following:
 - Arrows in the sales slides re: 7% and 9% figures
 - Strawberries pictured are from Quebec, not Vermont
 - Consider adding the total number of vendors rather than just the new number

~Half-time stretch~

Fall Retreat Reflection

The Board shared feedback:

- Feedback survey was much appreciated
 - Consider moving the survey online
- Helpful, non-overwhelming amount of pre-reads
- Unresolved conversation about how to navigate Board Perpetuation Committee formation/makeup (especially given Jody's and Pam's departures in January 2026)

Board Education and Training

Columinate Webinars

Co-op Cafe

There is no cost for this year's cafe.

Appreciation for departing Board Members

The Board shared gratitude and gifts for Jody and Pam as well as remembrance for former Board Member Rubin Jennings.

Open Board Time

The Board shared personal updates.

Future Planning

Open Member Time Follow-up

Sam followed up with Jennifer about the Board Perpetuation Committee and next steps around:

- What happened to the survey results?
- What are the plans for next year?

Guy appreciated the meeting and will plan to attend future meetings.

Work Plan Review

Sam called attention to the work plan and his plans to revise it for an upcoming edition.

January Board Social

Sam sent a calendar invitation for January 13, 2026 to welcome new Board Members and celebrate departing Board Members.

Review Calendar

Kristina to lead C.1 monitoring report review and conversation.

Wrap Up

Action Items

Emily presented 7 action items to the Board.

Meeting Evaluation

Comments were shared about:

- How the auditor meeting went beyond the allocated time
- How follow-up [Co-op] Member time could be more structured
- Efficient meeting, overall; excellent auditor meeting

Executive Session

The Board moved into Executive Session with the GM at 8:45 PM. The Executive Session covered review of quarterly financial statements, and discussion of some operational matters. The Executive Board Session with the GM concluded at 9:35 PM.

Adjourn

The meeting adjourned at 9:35PM

Action Items

December 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.

Regarding the Board Perpetuation Committee:

- **Pam** to share a link to the Google Folder for Board Perpetuation documents;
- **Jody** to send an email with additional details about the meeting cadence and content;
- **Sam** to follow up with Jennifer on Board Perpetuation Committee work including the survey; and
- **Board** to take this conversation to email.

Sam to share the revised work plan for next year.