

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

February 23, 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 (he/him), Board Member

Helen Rortvedt (she/her), Board Member

Debbie Friedman, Board Member

Brian Tobin (he/him), Board Member

Absent:

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

Serrill Flash (he/him), Member

Preliminaries

A quorum was established, and the meeting started at 6:02 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 January 26, 2026 meeting, and the meeting minutes were accepted with the following change/update:

In section: "A: Ends Report", change: "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."

to:

"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.”

with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 5 items were removed (all tasks completed).

Open Member Time & Member Follow Up

No guests were in attendance at the start of the meeting. (Serrill joined later, but did not share during the follow up portion of the meeting.)

Elect Board Officers

Sam, President

Mariella, Vice President

Helen, Secretary

Simon, Treasurer

Board Members sent GM John an email with their respective votes and the Board approved the voting outcomes with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

GM Reporting

Monthly GM Update

GM John presented the GM Update to the Board, highlighting updates regarding challenging operational issues at the stores (e.g., South End water boil notice, Downtown fire extinguisher) the latter of which resulted in tremendous losses (in the range of \$40K to \$50K) and staff hospital visits (both employees are stable).

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

Amanda presented the B4: Financial Condition, highlighting updates from year-end.

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, except for 4.3 and 4.5. The Board approved the report as demonstrating compliance with the policy, except where noted, with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

B6: Emergency GM Succession

John (Tashiro) presented the B6: Emergency GM Succession, highlighting the history and updates.

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

Board Perpetuation Planning

Simon shared the purpose of active recruitment and appointment. Kristina, Debbie, and John shared their support.

Sam, Kristina, Brian, Simon, and John will form a new Board Perpetuation Committee charter (building upon the existing charter).

~Half-time stretch~

Board Education and Training

2026 NOFA-VT Winter Conference

Helen and John shared their reflections on the event (hosted at Saint Michael's College on February 14th this year) highlighting the work of Migrant Justice and their Milk With Dignity program. GMJohn mentioned the Co-op's ongoing support of Migrant Justice including through the Co-op's Seedling Grants program.

Columinate Training & Events

Sam reminded Board Members about this year's Consumer Cooperative Management Association (CCMA) conference which will be in Tacoma, Washington this June (2026). Several Members expressed interest in attending.

Board Self-Monitoring

D1: Governing Style

Simon presented his review of D1: Governing Style and shared personal observations.

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

D10: Community Service Award

John presented his review of D10: Community Service Award and shared personal observations.

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

John noted how a process less reliant on institutional knowledge might be beneficial.

Open Board Time

Future Planning

Review Calendar

Kristina will review D.11: Board Perpetuation and Debbie will review D.9: Board Terms of Office for the March meeting.

Simon will review D8: Cost of Governance for the April meeting.

Spring Retreat

Downtown on Sunday, May 3, 2026 (with special attention to parking).

Wrap Up

Action Items

Em presented 3 action items to the Board.

Meeting Evaluation

Executive Session with GM

The Board moved into Executive Session with the GM at 8:18 PM. The Executive Session Covered discussion of quarterly financial statements, follow-up from the auditors, and organizational strategy. The Executive Board Session with the GM concluded at 9:03 PM

Adjourn

The meeting adjourned at 9:04 PM

Action Items

February 2026

GM John/Amanda will review GM Monthly Update financial figures for September, October, and December 2025.

Kristina and **John** will send their best practices/notes for D.9 to Debbie.

Kristina will share the most recent Board Perpetuation Committee charter with Sam, Simon, and John.