

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

August 31, 2026

Board Attendance:

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

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

Helen Rortvedt (she/her), Board Member, Secretary

Simon Bird (he/him), Board Member, Treasurer

Kristina Sweet (she/her), Board Member

John Tanis (he/him), Board Member

Debbie Friedman, Board Member

Absent:

Brian Tobin (he/him), Board Member

Shannon Kilpatrick (she/her), Board Member

Also in attendance:

Michael Healy (he/him), Member, Board Meeting Facilitator

Emily (“Em”) R. O’Hara (any/all), Member, Board Meeting Minutes-Taker

John Tashiro (he/him), General Manager

Cheray MacFarland (she/her), Director of Purchasing & Marketing

Lauren Jones (she/her), Membership Manager

Trish Redalieu (she/her), Director of People and Culture

Amanda Bushor (she/her), Director of Finance and IT

Abby Hazen, Member

Andrea Todd, Member

Shawna Snyder, Member

Sarah Howe, Member

Patrick Brown, Member & Former Board Member

Quinn Herbine, Member

Taylor Gorycki, Member

Preliminaries

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

Review Agenda

Agenda was reviewed and approved as written with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from the July 27, 2026 meeting, and the meeting minutes were accepted with 7 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 and Follow-up

Members introduced themselves, shared feedback and suggestions, and asked questions:

- Shawna recently moved and is looking to make connections
- Sarah has been interested in attending some of the Board meetings over the summer.
 - She asked about why the total number of Members is such an important metric.
- Andrea is excited to be here and shared sending a thank you letter to GM John. She also thanked the Board for sending a message to Members that was a separate form of outreach from the sales figures and general newsletters.
 - She would also like to see a message from the Board sent directly to Members summarizing their takeaway from the monthly Board meetings.
 - She requested an element of the Annual Member meeting agenda dedicated to the Co-op's future plans.
- Abby recently relocated with her family and is looking forward to becoming more involved in the community, including learning more about the Co-op and how to engage.
- Taylor has been a Member for four years and is excited to join another Board meeting (she joined the July meeting, too). (She also applied as a candidate for the Board)
- Patrick Brown is a former Board Member of the Co-op, submitted an application for a position on the Board (and will follow up with Lauren about whether he has the capacity to serve in that regard), and he walks to the Co-op every day!
 - He also gave a shout-out to GM John for his years of service.

Sam thanked the Co-op Members for sharing their remarks (e.g., feedback and suggestions), introducing themselves, and answered several questions, including:

- The two reasons that Sam sees as why the Member metric is so important are because it is healthy to see excitement from the community about joining the Co-op and because of its tax implications on sales whereas Members' sales are taxed differently than non-Members' sales.
 - Kristina mentioned how Membership represents equity in the Co-op, too, which is an important part of the financial puzzle.

GM Reporting

Monthly GM Update

GM John presented the GM Update to the Board, highlighting updates regarding a very healthy July by not only meeting budget numbers, but exceeding budget, and location specifics. For example, the Downtown location is still on a declining trend, yet not nearly as downward facing as the previous year. GM John also highlighted two technical issues that occurred this month, i.e. system processing issues on August 6, 2026, and an hour-long server connection issue on August 24, 2026. Both resulted in temporary credit and debit card transaction failures. Amanda is working closely with the IT Team to investigate more comprehensive backup processes for any future technology obstacles.

Trish shared updates from the People and Culture Team, including the upcoming Learning Week plans consisting of daily "Lunch-and-Learn" sessions for all employees ranging from learning to

draw and mindfulness to seed saving and pickling. Porter Knight, a Certified Professional Organizer[®], will also be facilitating a session of mental focus and will shift to a long-term skills share model.

GM John concluded by addressing the recent knife incidents and an attempted break in at the Downtown location. The Co-op does not contact the Burlington Police Department (BPD) unless there is a crisis, and these instances were categorized as such, so BPD was called and responded accordingly. He assured attendees that the Co-op continues to prioritize safety at both locations.

The Board shared personal observations and asked clarifying questions, including:

- Simon remarked on how his wife witnessed some shoplifting at the South End location and the great professional response (from Co-op employee Becky) in handling that situation. He also noted how his family members who were visiting noticed a vibrant Co-op community with customers being drawn to the “to-go” options and asked GM John if that is represented in reporting. (GM John affirmed their anecdotes are reflected in the numbers.)
- Debbie thanked Co-op management and staff for their efforts and asked whether the Mayor of the City of Burlington is taking any proactive steps to address these city-wide issue(s) and GM John shared the most recent resolution that was passed (and included measures and requests to the State of Vermont and the Scott Administration for a 100 person day shelter, increased Vermont State Police presence, etc.).
- Helen asked about what the procedural steps are for shoplifting and GM John explained the protocol of first notifying a manager; then, recording the incident/making note of it; issuing trespasses (which equates to being barred from shopping from the Co-op for one year) and navigating trespass violations; and creating new ways to express appreciation for Co-op staff who are overseeing these occurrences, including Senior Management’s support of closing duties.
- Simon congratulated the Management Team on the first “Art Co-op” and asked about the most recent parking ticket number(s). GM John responded that due to staff turnover within our Security team, monitoring was more difficult, hence not being able to issue tickets consistently. (This has improved over the last few months, enabling monitoring and enforcement.)

B4: Financial Condition

GM John presented the B4: Financial Condition to the Board, highlighting a huge shout out to Amanda for providing the information; a note about how there is only one noncompliance item rather than the typical three items; and noted how much of the performance is driven by robust activity from recent Member Discount Days.

Amanda recapped how indicators were primarily positive with a special emphasis on how Earnings Before Interest, Taxes, and Amortization (EBITDA) is up. While liquidity remains, a key target looking ahead will be measuring sales to membership. In particular, the 6.3% below budget number looks to rebound in July (2026). Overall, some of these strengths are based on cost decreases in spending which will be covered later on this evening.

Kristina shared how she spends a lot of time looking at the EBITDA against sales goals and also echoed appreciation for the sole non-compliance item.

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.

Board Perpetuation Committee

John (Tanis) provided an update from the perpetuation committee which included implementing the plan that was drafted and passed. Tabling has occurred in both locations; a handful of emails were sent to prospective Board members, and outreach to a small list of potential replacement Board members was conducted (and the list continues to be built out). He also thanked everyone for their help, especially during this busy election season which Sam echoed.

Simon applauded John (Tanis) for his leadership which Kristina and Sam echoed.

Draft Auditor Request for Proposals

GM John reviewed the draft request for proposals (RFP) process for three financial years of auditing and a short list of auditors as we end FY27. A decision from the Board was sought in terms of whether Management can move forward and deliberation followed:

- Simon provided a comment on the RFP and expressed how he supported it.
- Helen asked about the tenure of the auditor relationship to which GM John replied, noting Gallagher, Flynn & Company (GFC) and the Co-op have worked together for the last eleven years, but the individual partner assigned to the audit has changed within the last four years.
- Kristina knows it has been a long time coming and is glad to see this RFP move forward.
 - She suggested an edit regarding changing “General Accepted Accounting Practices” (GAAP) to “General Accepted Auditing Standards” (GAAS).
 - (See: “Action Items” below.)

The Board approved the RFP with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

Board Self-Monitoring

D6: Board Meeting

John (Tanis) will present this report at a future meeting date.

D2: The Board’s Job

Debbie presented her review of D2: The Board’s Job and shared personal observations.

Kristina spoke to Debbie’s reflection about the General Manager compensation process.

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

9/23 Draft Member Meeting Agenda

GM John presented the draft Member Meeting Agenda to the Board and reflected on learnings from last year's Member Meeting. Similar to previous years, he sought volunteers from Board Members to facilitate the "Meet the Board Candidates" and Community Service Award portions of the agenda. (Facilitators identified under "Action Items" below.)

Kristina mentioned how the pre-meeting lobby seating was a challenge and asked whether it has been adjusted to which GM John shared how the Co-op hopes to open up more space by showcasing food more strategically, including different portions and selections.

Simon inquired about how many people have registered, and GM John confirmed there are currently 100 registrants. (GM John also noted how an average of 350 Members registered for these meetings in past resulted in approximately 250 Members typically attending.)

Board Education and Training

CBL 101 & Columinate Events

(None shared.)

Fall Board Retreat Reminder

Sam reminded the Board of the November 8, 2026, retreat at the Downtown location and shared that progress has been made on the agenda in collaboration with GM John, Mariella and Michael.

~Half-time stretch~

Board Candidate Orientations Update

Michael and Sam have been collaborating on the orientations. John (Tanis) asked whether a recording will be made available to which Sam responded with how he found the recording to be quite relational and perhaps not the best fit for circulation. Michael echoed Sam's sentiments and Helen suggested sharing the presentation slides instead; John (Tanis) agreed.

Open Board Time

Sam shared how he tabled with Helen and it was ineffective for recruitment purposes yet was a generative opportunity to get to know each other.

Mariella shared how she and John (Tanis) tabled together, along with some youth, and

Sam represented the Co-op/Board at the Intervale's "Mid-Summer's Eve Feast" event which had a relevant audience, including some Co-op members.

GM John shared an update about an upcoming General Manager meet-up in Brattleboro on September 4, 2026, and how that group has expanded (adding Buffalo Mountain as the eighth GM participant). He also shared how the executive director of the Intervale, Travis, is celebrating his 20th Anniversary on September 3, 2026, with GM John in attendance.

Future Planning

(No discussion.)

Review Calendar

D6 will be moved to a future meeting date.

Wrap Up

Action Items

Emily presented 6 action items to the Board.

Meeting Evaluation

Kristina remarked on how she found the meeting to be very efficient.

Executive Session

The Board moved into Executive Session with the GM at 7:50 PM. The Executive Session covered further discussion of the FY26 Q4 financial reports, operational strategy updates and discussion, and a review of the National Coop Grocers (NCG) report. The Executive Board Session with GM John and Michael concluded at 8:47 PM, and the Board stayed on to continue their GM evaluation discussion. The Board concluded this session at 9:08 PM

Adjourn

The meeting adjourned at 9:08 PM

Action Items

August 2026

Amanda and GM John will compare the “Generally Accepted Accounting Practices” (GAAP) language across RFP drafts to see if it needs to be updated to “Generally Accepted Auditing Standards” (GAAS).

John (Tanis) will work with Sam to find a future meeting date for D6.

Debbie will work with Sam and Mariella to add items from The Board’s Job to the Parking Lot.

Simon will facilitate the “Meet the Board Candidates” agenda item at the Annual Member Meeting.

Debbie will facilitate the Community Service Award agenda item at the Annual Member Meeting.

Michael will send the Board Candidate Orientations presentation slides to the Board.