Onion River Co-op/City Market
Board of Directors Meeting
In Person, South End Community Room
September 28, 2026

Board Attendance:
Sam Werbel (he/him), Board Member, President
Helen Rortvedt (she/her), Board Member, Secretary
Simon Bird (he/him), Board Member, Treasurer
Kristina Sweet (she/her), Board Member
Debbie Friedman (she/her), Board Member
Brian Tobin (he/him), Board Member

Absent:
Shannon Kilpatrick (she/her), Board Member
John Tanis (he/him), Board Member
Mariella Torres (she/her), Board Member, Vice President

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
Trish Redalieu (she/her), Director of People and Culture
Serrill Flash (he/him), Member
Cynthia Norman (any/all), Member
Anthony Calburgh, Member
Michelle Jacobson, Member
Lauren Jones (she/her), Membership Manager

Preliminaries
A quorum was established, and the meeting started at 6:02 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 August 31, 2026 meeting, and the meeting minutes were accepted with the following change/update:

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

Review Action Items
The Board reviewed the Action Item list and 4 items were removed (four tasks completed; two remaining).

Open Member Time and Follow-up

GM Reporting

Monthly GM Update

GM John presented the GM Update to the Board, highlighting updates regarding a focus on financials: Once again, the Co-op has met and exceeded budget expectations. Exceeding the budget is of particular note. The Downtown store is still tracking below in terms of the sales report, but it is not tracking as severely downwards, which is evidence of increased Member outreach, programmatic expansion (e.g., Provisions, Instacart) and conclusion of the Main Street construction Overall, positive signs ahead of the busy season and October Member Discount Day(s).

Trish shared an update on a successful Learning Week, including employee expertise hours. She remarked on how it was one of the best weeks she has had here as an employee. (More details will be published in next month's General Manager reporting.)

In terms of location-specific infrastructure updates, Level 3 chargers will be installed at the South End location by mid-November and the Finance and Operations teams moved into a new office space at the Downtown location. (There will be a fee for these new chargers, but Level 2 chargers remain free for Members.)

The Board shared personal observations and asked clarifying questions including Simon's questions about whether Instacart and Provisions sales can be broken out in the report as well as what informs the average basket size increase. GM John explained how it folds into departments across the stores, so it would not be precise, and how it can be attributed to merchandising (e.g., price, aisle allocation, shelf placement, etc.), respectively. The recent consultation included a positive observation about complement product groupings.

B1: Staff Treatment, Comp. and Benefits

GM John presented the B1: Staff Treatment, Comp. and Benefits to the Board, highlighting Trish and Emery's involvement and non-compliance with Section B.1 due to a period of time where there was no Safety Manager.

The Board shared personal observations and asked clarifying questions:

- Sam asked for clarification around the full-time employee (FTE) status of the Safety Manager.
    - GM John confirmed an early-August FTE hire for this position.
- Brian commented on the total trespass number [400] (and how there was an audible gasp from the audience at the Member Meeting). He also asked about the grievances reported, noting that the number of grievances filed was up from previous years.
    - GM John explained how most of the grievances filed during this reporting period were related to the rollout of the new Employee Discount Card (EDC) program, which included a one-month grace period where an employee could receive the 20% discount without one's EDC. However, there were some instances post grace period where the 20% could not be applied without one's EDC. This was a

difficult and important learning for some employees as part of how we maintain accountability among all of us recognizing how. Employee discount fraud makes a huge impact on the bottom-line. Currently, there are no open grievances.

- Simon asked about whether staff and managers ever do emergency response drills.
    - GM John shared how staff learn about emergency responses during orientation, have ongoing trainings once onboarded (e.g., safety, sexual harassment), and have access to emergency manuals which include policies and practices.
- Helen asked if there were any early indications for the trespass rate this next fiscal year.
    - GM John noted how so far, the trends are similar. (He also noted how there are typically 3-4 reminders per trespassed person, so that 400 number is indicative of 400 individuals, not 400 instances which involve some of the same trespassed people.)
        - NB: Trespass stipulations are a minimum one-year prohibited entry across both store locations for general instances (e.g., theft, overdoses, violent behavior, etc.) and some cases of two-years for especially egregious actions.

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, except for partial non-compliance with B.1, with 6 supporting votes, 0 abstentions, and 0 dissenting votes.

<u>B11: Subsidiary Business</u>
GM John presented the B11: Subsidiary Business to the Board, highlighting how there are no plans for potential new sites, i.e., physical store locations and/or [subsidiary] business model entities. He confirmed how the Co-op is in full compliance with the policy.

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

Board Retreat Agenda Update
Sam credited Mariella, GM John, and Michael for their collaboration on agenda preparation, before he spoke to three main themes of the retreat, including an updated financial forecast, Member engagement discussion, and Board governance (e.g., meeting organization, self-organization, etc.). He also noted how part of the retreat will include a candid conversation with the GM John.

Member Meeting Debrief
Board Members shared their remarks:

- Brian commented on the enjoyable food distribution format and on how the Community Service Award was special.

- Simon was curious about whether there the same amount of people
    - GM John noted how there was a lower number of registrants compared to last year, though a lower attrition rate; they anticipated 140 to 150 people in that space.
- Kristina echoed Brian's sentiments around the food and thought the audience's questions were really thoughtful.
- Helen also found the questions to be thoughtful and shared how the increased Board and staff transparency and communication was reflected in the composition of the [audience] questions.
- Debbie felt like the presentation was really succinct and clear.
- Sam noted how he would have welcomed more/different [audience] questions and while he wished more Members would have attended, it was a nice event.

GM John shared his remarks:

- He and Cheray debriefed how much preparation went into the event, especially with regards to food preparation, so he credited staff with their hard work.
- He thought the in-person format was key and how great it was to have a critical mass of Board Members.
- Overall, staff felt like it was one of the best Member Meetings which was echoed by Members alike.

Board Self-Monitoring

<u>D6: Board Meeting</u>

John (Tanis) was absent, but shared notes ahead of the meeting. The Board collectively presented his review of D6: Board Meeting and shared personal observations.

John (Tanis) 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

Michael mentioned that on October 7, 2026, there is financial training for Board leaders.

Open Board Time

- Simon updated the Board on the Board Perpetuation Committee on how two general Members have been invited to join and together with the Board Members, they are preparing themselves in kicking off the work plan.
    - Brian thanked Simon and the Committee Members for their hard work.
- Kristina was excited to see a new line of (Rancho Gordo) products in the produce section.
- Sam said it felt great to be at the Member Meeting as a team.
- Debbie was at Climate Week and noticed how there was an emphasis on food systems.
- Helen attended the Common Ground Country Fair in Maine and felt a real sense of community; she also noted how it might be a good fit for a future Vermont event.
- GM John asked Board Members to pick up snack items at the Downtown location and bring them to the tabling opportunity at the Fletcher Free Library.

Future Planning

Open Member Time Follow-up
No open member items to return to.

Review Calendar
There is an October Board retreat conflict with the October meeting schedule.

Wrap Up

Action Items
Em presented 1 action item to the Board.

Meeting Evaluation
Helen noted how it felt like a manageable number of topics to cover in the time allotted for the meeting

Executive Session
The Board moved into Executive Session with the GM at 7:30 PM. The Executive Session covered operations updates and the annual GM evaluation and feedback discussion. The Executive Board Session with the GM concluded at 7:57 PM.

Adjourn
The meeting adjourned at 7:57 PM

Action Items
September 2026

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