**Onion River Co-op/City Market**
Board of Directors Meeting
In-Person, South End Community Room
September 22, 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
Brian Tobin (he/him), Board Member
Simon Bird (he/him), Board Member
John Tanis, Board Member
Pamela Hunt (she/her), Board Member – arrived at 7:04pm

**Absent:**
Shannon Kilpatrick (she/her), Board Member, Secretary

**Also in attendance:**
Michael Healy (he/him), Member, Board Meeting Facilitator
John Tashiro (he/him), General Manager
Lauren Jones (she/her), Membership Manager
Trish Redalieu (she/her), Director of People & Culture
Serrill Flash, Member
Don Schramm, Member
Valerie Masiello, Member, former Safety & Security Manager

**Preliminaries**
A quorum was established, and the meeting started at 6:02 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 August 25, 2025 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. One item was removed and another was moved to the Board retreat agenda. Two items remain on the list.

**Open Member Time**
Valerie Masiello shared her experience working at City Market and why she no longer works there.

Don Schramm asked for an update about the Board Perpetuation Committee tabling opportunity. Jody explained that it was determined that only Board Members should table, but would like to revisit this decision.

**GM Reporting**

Monthly GM Update

John presented the GM Update to the Board, highlighting financial underperformance specifically in sales. Purchasing/Merchandising team continues to assess margins to help with sales. Safety concerns and construction impacts at the Downtown store remain challenging. Hiring/recruiting efforts continue, while August is a transition period with students going back to school. Employee engagement highlights include Walk Vermont and Voices Sessions. It was also noted that Food for All Membership sales have increased.

The Board shared personal observations and asked clarifying questions.

B1: Staff Treatment, Compensation, and Benefits

John presented the B1: Staff Treatment, Compensation, and Benefits to the Board, highlighting the numbers around alerts and trespasses – majority coming from the Downtown store. Staff support efforts have been led by the People & Culture team.

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.

B11: Subsidiary Business

John presented the B11: Subsidiary Business to the Board.

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.

**Board Retreat Agenda Update**

Sam presented the Board Retreat Agenda highlighting the plan to revisit Board perpetuation, a presentation from John (Tashiro) and team, and a discussion around how the Board can make their work more visible and attract more Board candidates.

John (Tashiro) contributed details around the planned presentation, conversation around Member retention, and conversation between the Board and the GM.

**Member Meeting Update**
Sam and John presented the updated draft Member Meeting Agenda to the Board, highlighting a slight edit to the timing of the presentation to allocate more time to the Board Candidate speeches section.

**Board Candidate Applications**
John shared information on the Board Candidate applications received. Candidate information will go live on the voting platform when the voting period opens on October 1st.

**NCG Membership Agreement Update**
John shared information around the Membership Agreement update that NCG was planning, involving adjusting language to hold co-ops more accountable to the agreement they have signed. NCG's CEO is retiring at the end of this year so they have decided to hold on any changes – stay tuned for any updates once they have a new CEO.

*~Half-time stretch~*

**Board Education and Training**
John (Tashiro) shared about his attendance at NCG meetings and the value it provides around insight from other co-ops.

**Open Board Time**
Pam's granddaughter was born 2 weeks ago!
Mariella's work is bringing her to Patagonia this Oct/Nov.

**Future Planning**

Open Member Time Follow-up
The Board will determine a follow-up plan for Valerie during the executive session.
Sam will follow up with Don regarding tabling opportunities.

Review Calendar
John proposed some options for the Fall Social. No calendar updates needed.

**Wrap Up**

Action Items
Lauren presented 4 action items to the Board.

Meeting Evaluation

**Executive Session**
The Board moved into Executive Session with the GM at 7:57 PM. The Executive Session covered the General Manager's Annual Review with the Board. The Executive Board Session with the GM concluded at 9:00 PM.

**Adjourn**
The meeting adjourned at 9:00 PM.

**Action Items**
September 2025
**Sam** and **Mariella** continue to determine a process for revisiting the D11 Board Self-Monitoring policy.

**Sam**, **Mariella**, and **John** will continue to plan the fall Board social.

**John** and **Trish** will revisit the B1.5 re: staff health insurance numbers and provide the Board any corrections/clarifications.

**Sam** will connect with Don Schramm.