Onion River Co-op/City Market
Board of Directors Meeting
Virtual, Zoom Meeting
July 27, 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
Shannon Kilpatrick (she/her), Board Member
Kristina Sweet (she/her), Board Member
John Tanis (he/him), Board Member
Brian Tobin (he/him), Board Member

Absent:
Debbie Friedman, 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
Amanda Bushor (she/her), Director of Finance
Lauren Jones (she/her), Membership Manager
Taylor Gorycki (she/her), Member
Lydia Kaprelian (she/her), Member

Preliminaries
A quorum was established, and the meeting started at 6:02 PM.

<u>Review Agenda</u>
Agenda was reviewed and approved as written with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

<u>Review Minutes</u>
The Board reviewed the meeting minutes from June 22, 2026 meeting, and the meeting minutes were accepted with the following change/update:

Under the Board Perpetuation section, Jennifer's name is spelled incorrectly.

with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

<u>Review Action Items</u>
The Board reviewed the Action Item list and 3 items were removed (all tasks completed).

Open Member Time & Follow Up
Taylor and Lydia expressed their respective interest in learning more about how the Board operates and Sam shared more information about the upcoming election and noted that candidate applications are due on August 31, 2026.

Board Members and support staff introduced themselves.

GM Reporting
Monthly GM Update
GM John presented the GM Update to the Board, highlighting updates regarding an upward trend in membership heading into the end of FY26. In the first 27 days of FY27, surpassing sales with an increase in sales at the South End location.

The Board shared personal observations and asked clarifying questions:
- Helen is thrilled to hear that the Co-op is meeting and exceeding budget expectations
- Mariella remarked on how she was happy to see the new Assistant Prepared Foods Manager hire and asked about whether that impacted recent early closure(s)
  - John shared how that was a factor and how prepared foods will shift now
- Simon congratulated the team on July 2026 numbers and asked about whether any learnings have been had around why it has been so difficult to hire a Security Manager
  - John noted the difficulty stemming from the intensity and responsibilities required by the role. The team continues to work tireless to recruit for this position including word of mouth and leveraging its community networks

B2: Budgeting and Financial Planning
GM John presented the B2: Budgeting and Financial Planning to the Board, highlighting recent presentations of the business plan and budget, including at the Spring retreat; crediting Amanda's contributions with preparing the budget; and how he will share that same business plan with a cohort of other co-op general managers. Amanda remarked on how she calculation and arrived at certain figures.

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 B.2.13. The Board approved the report as demonstrating compliance with the policy, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Board Perpetuation Committee
John (Tanis) provided an update from the perpetuation committee which centered on recent documentation changes, including an opportunity to collaborate on a Microsoft Excel Sheet tracker with prospective Board applicants, and an ongoing review of potential next steps.

Michael noted that August 4, 2026, is the first (of three) Board Candidate Information Session which he will facilitate along with Simon, who will share about his experience on the Board.

GM John inquired about whether there was any interest with tabling and Kristina noted that while the return on investment has historically been low, she thinks it is still worthwhile.

Community Service Award Nominations
Sam provided a summary of the process. John (Tanis) asked about whether there was a distinction between internal and external and Kristina noted how an "external" nomination means it was issued by someone who does not sit on the Board. Sam and Kristina also shared their rationale for voting, i.e., whether, and if so, how, one's profession might be weighted in relation to one's non-professional [volunteer] service.

Michael noted how a decision will be made in the Executive Session.

Board Self-Monitoring
<u>D5: Committee Principals</u>
Shannon presented her review of D5: Committee Principals and shared personal observations specifically around the only active committee, the Perpetuation Committee, and whether any changes need to be made. Kristina mentioned the work that was done on the Perpetuation Committee charter.

Shannon asked whether the Committee charter should be changed to a Charter Task Force rather than its current Standing Committee designation. Kristina shared how she thinks the existing charter has a start and an end date; John (Tanis) noted how additional administrative tinkering will stall momentum; and Shannon agreed, stating her intention was to start a conversation.

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

National Co+op Grocers (NCG) Membership Agreement Review
GM John explained how this agreement has not changed in the last four to five years and that the Co-op abides by this agreement: The NCG system can only operate if every single co-op maintains and delivers on its promise of purchasing products, i.e., if a co-op does not meet its agreed upon expectation, the other co-ops have to account for that loss. He has seen this happen in the past, which is why co-ops are required to set aside some additional funds in the event of a shortfall within the system.

Sam emphasized the strength of this relationship and Helen asked GM John about whether he is still happy with the NCG relationship. GM John expressed being ecstatic about said relationship; in particular, he appreciates the information and knowledge sharing among different co-op categories (e.g., "XL" co-ops in this case) and shed light on the vital role NCG provides with purchasing while also listing the marketing, human resources, information and technology, and general operations services. For example, given the Co-op's recent financial troubles, he requested a third-party review from NCG around the Co-op's merchandising, prices, margins, movement of products, etc., and how those metrics compare with regional grocers (both co-ops and non-cooperatives competitors). This culminated into an assessment summary and key recommendations and actions. (He speaks to the NCG director probably once a week.)

Mariella understood that the Provisions initiative would not have been successful without NCG, However, GM John noted how that wholesale initiative was created by a co-op in Washington state. Kristina asked about the impacts of the more recent NCG leadership change and GM John shared how the new chief executive officer (CEO) is continuing to visit co-op across the country. He said it was a bit too early to say given the CEO's new tenure, though so far, it has been positive.

Board Education and Training

CBL 101 & Columinate Events

Michael shared about how the Columinate CBL team is creating the fall 2026 schedule.

Mariella echoed Sam's previous *New York Times* podcast recommendation.

Nov 8 Board Fall Retreat

Sam is looking forward to the upcoming retreat and noted the Downtown location as the venue.

~Half-time stretch~

Open Board Time

Helen shared about how a town in the Seacoast region of New Hampshire is conducting due diligence about potentially starting a co-op. Michael and GM John offered to share contacts and information and Helen will follow up with both of them.

Sam shared about a recent visit he and GM John made to the East Village Burlington Cohousing group at Don Schramm's invitation. He emphasized how many people inquired about how to be ambassadors for the Co-op and he shared different ways (e.g., sharing with their friends why they love the co-op and mentioning the bulk discount on Thursdays).

Kristina shared how she has been enjoying taking the Champlain Parkway and her fun run on that same roadway.

Mariella shared about a recent political house party she attended and how several fellow attendees were Co-op Members, which made her think about whether hosting Co-op Cafés at Members' homes might be an idea to pursue.

John (Tanis) remarked on how he thinks three-hour meetings are too long and how a new target might be to aim for two hours instead. Shannon agreed with John (Tanis).

Sam also shared an update about the recent "Co-op Café" where four or five people attended at the South End location and expressed his disappointment with the small turnout yet noted the quality conversations that came about as a result. GM John echoed some of Sam's comments while noting how the summer season might have been a factor and suggested a quarterly cadence. Helen added a few more comments about the Café, specifically about how a small, but mighty group was great and how lower attendance/attrition might actually mean success since people, in her experience, tend to turn out around urgent issues that need attention, then fan out. She also mentioned how specific themes for Cafés might be beneficial rather than open-ended conversation and topics.

Future Planning

Review Calendar
Board Monitoring

- August: Debbie has D.2 (The Board's Job) and John (Tanis) has D.6 (Board Meeting).
- September: No board self-monitoring reports scheduled
- October: Simon has D.4 (Board Member's Code of Conduct) and Helen has D.3 (Board Officers, Elections & Roles).

Brian will be absent for the August 2026 meeting.

Mariella will most likely be absent for the September 2026 meeting, but that has yet to be determined.

Wrap Up

Action Items
Em presented 3 action items to the Board.

Meeting Evaluation

Executive Session
The Board moved into Executive Session with the GM at 7:42 PM. The Executive Session covered a discussion of the 9 nominees and a vote for this year's Community Service Award honoree; a decision to postpone discussion of the NCG report until next month to allow Board Members more time to review the report; operational strategy, including human resources and membership topics. GM John and Michael Healy signed off at 8:28 PM. The Board stayed on to continue their GM evaluation discussion. Executive Board Session concluded at 8:47 PM.

Adjourn
The meeting adjourned at 8:47 PM

Action Items
July 2026

GM John will update Jennifer's misspelled surname in the June 2026 meeting minutes.

GM John and **Cheray** will follow up with the Board regarding potential days and times for tabling options.

Members of the Perpetuation Committee will respond with a decision about whether tabling should be prioritized.