

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

January 27, 2025

Board Attendance:

Kristina Sweet (she/her), Board Member, President

Jody Landon (she/her), Board Member, Treasurer

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

Mitch Manacek (he/him), Board Member

Brian Tobin (he/him), Board Member

Shannon Kilpatrick (she/her), Board Member*

Mariella Torres (she/her), Board Member

Simon Bird (he/him), Board Member

**Left at 8:00 P.M. (hence 8 versus 7 supporting votes).*

Absent:

N/A

Also in attendance:

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

Em O'Hara (any + all pronouns), Member, Board Meeting Minutes-Taker

John Tashiro (he/him), General Manager

Lauren Jones (she/her), Membership Manager**

Amanda Bushor (she/her), Director of Finance***

***Left after the meeting started and rejoined for the Executive Session.*

****Joined at 7:35 PM.*

Preliminaries

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

Review Agenda

Agenda was reviewed and approved as written with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from December 9, 2024 meeting, and the meeting minutes were accepted with the following change/update:

Edit the following items from the “Auditor’s Presentation” (under “Other notable highlights from the presentation”):

- “The Co-op has consistently performed well compared to its overall fiscal year budget”

- Gross margin performance and savings from labor and health insurance are main drivers for the reasons above”

with 6 supporting votes, 2 abstentions, and no dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 3 items were removed (all tasks completed).

Open Member Time

Serrill commented on page 4 of the Global Ends Report; specifically, regarding the 65 figure for bicycle parking capacity Downtown.

Annual Board Documents

Code of Conduct Agreement

The Board asked clarifying questions.

Liquor License Renewal and Background Checks

John provided clarity on the liquor license policy.

Conflict of Interest Declarations

The Board disclosed conflicts of interest whether actual or potential.

Paper Packet Option

Board Members understood this service and none requested it at the meeting

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding setting a new sales record for a single day at the South End and being ahead of budget across both locations so far for monthly sales in January, continued success with the Wellness Cart, general employee sickness over the holidays, and the status of the Downtown café closure. The Instacart pilot is underway with generally positive reception.

The Board shared personal observations and asked clarifying questions.

A: Ends Report

John presented the A: Ends, highlighting different facets of operations including self-checkout, local special deliveries, and catering.

The Board shared personal observations, asked clarifying questions, and identified which report highlights they plan to share as community ambassadors.

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.

B3: Asset Protection

John presented the B3: Asset Protection, highlighting updates. Compliance with policy (except for 3.8) was noted.

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 except where noted, with 8 supporting votes, 0 abstentions, and 0 dissenting votes.

Board Perpetuation Committee Update

Jody & Mitch presented a brief update regarding the Board Perpetuation Committee highlighting the holistic work plan that is under construction.

~Half-time stretch~

Board resolution regarding bank accounting signers

The Board asked questions and consensus was reached with 7 supporting votes, 0 abstentions, and 0 dissenting votes.

The resolution will now go through a series of signatures with the designated signers.

Board Self-Monitoring

C1: Delegation to the General Manager

Mitch presented his review of C1: Delegation to the General Manager and shared personal observations.

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

Board Education and Training

Columinate Events

(Sign up for trainings if interested.)

2025 NOFA-VT Winter Conference

The Board is sending two members on February 15, 2025, and staff will attend as well.

Consumer Cooperative Management Association (CCMA) 2025

In addition to the Cooperative Board Leadership Development (CBLD) Program course, Kristina strongly recommends that Board Members take the Finance course offering.

Spring Board Retreat

Saturday, April 19, 2025 from 9:00 A.M. to 3:00 P.M. (with breakfast available at 8:30 A.M.).

Board Officer Roles & Officer Interest Declarations

Kristina provided an overview of the Officer selection process and invited folks to share if they were interested in any of the positions.

Open Board Time

The Board shared personal updates.

Future Planning

Open Member Time Follow-up

John and Kristina can follow up with Serrill over email (regarding bike capacity downtown).

Review Calendar

Mitch will take D9: Board Terms of Office in March.

Wrap Up

Action Items

Emily presented 2 action items to the Board.

Meeting Evaluation

(No one remarked.)

Executive Session with GM

The Board moved into Executive Session with the GM at 8:45 PM. The Board discussed filling the vacant Board seat by appointment, revised financial statements, staff survey results, and the Co-op's organizational strategy. The Board voted to appoint Pamela Hunt to the currently vacant Board seat through the end of calendar year 2025. Executive Session with the GM concluded at 9:30 PM.

Adjourn

The meeting adjourned at 9:30 PM.

Action Items

January 2025

Mitch will take D9: Board Terms of Office in March.

Kristina to work with John and follow up with Serrill over email (regarding "Open Member Time").