

Onion River Co-op/City Market

Board of Directors Meeting

Virtual, Zoom Meeting

February 24, 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
Pamela Hunt, Board Member

Absent:

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
Trish Redalieu (she/her), Director of People & Culture
Amanda Bushor (she/her), Director of Finance
Serrill Flash (he/him), Co-op Member
Meaghan Diffenderfer (she/her), Co-op Member and former Board member/employee
Adrienne Lueders-Dumont, Co-op Member and former employee
Andrea Smith, Co-op Member and employee
Barry

Preliminaries

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

Review Agenda

Agenda was reviewed and approved as written with 9 supporting votes, 0 abstentions, and 0 dissenting votes.

Review Minutes

The Board reviewed the meeting minutes from January 27, 2025 and the meeting minutes were accepted with no changes/updates, with 8 supporting votes, 1 abstention, and 0 dissenting votes.

Review Action Items

The Board reviewed the Action Item list and 2 items were removed (all tasks completed).

Open Member Time

Serrill shared comments concerning the website and café signage. Meaghan and Adrienne shared comments/concerns around Co-op Board/Management operations regarding recent employee position eliminations.

Elect Board Officers

Sam was elected as President.

Mariella was elected as Vice President.

Shannon was elected as Secretary.

Jody remains as Treasurer.

GM Reporting

Monthly GM Update

John presented the GM Update to the Board, highlighting updates regarding remaining challenges around sales operations; eliminated positions, not layoffs (referencing the articles of the union contract); community safety; recruiting and hiring; Champlain Parkway project status; and union leadership meetings.

The Board shared personal observations and asked clarifying questions.

B4: Financial Condition

John presented the B4: Financial Condition, highlighting sales and revenue actual and projections as well as other budgetary items.

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

B6: Emergency GM Succession

John presented the B6: Emergency GM Succession, highlighting who (Trish Redalieu, Director of People & Culture, and Cheray MacFarland, Director of Community & Marketing) as interim first and second GM successors respectively. Both of them are part of the Executive Committee and are well versed in operations.

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

Board Perpetuation Committee work plan

Jody and Mitch presented a brief update regarding the Board Perpetuation Committee highlighting the latest activities around recruiting and retaining Board Members.

Board Education and Training

2025 NOFA-VT Winter Conference

Mariella attended and reported back that it was a great event. Shannon has asked for recordings and will share out.

Columinate Training & Events

Kristina highly recommends the “Finance” training in addition to the “101” training.

CCMA Annual Meeting

John provided updates on travel logistics, including airline booking and reimbursement process.

Board Self-Monitoring

D1: Governing Style

Jody presented her review of D1: Governing Style and shared personal observations.

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

D10: Community Service Award

Sam presented his review of D10: Community Service Award and shared personal observations.

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

~Half-time stretch~

Open Board Time

Board Members shared personal and professional life updates.

Future Planning

Open Member Time Follow-up

Kristina shared how John and Sam will follow up with Serrill regarding WiFi. Kristina also recognized the contribution made by Meaghan and assured her that future discussions will be had with John about recent decisions.

Spring Retreat

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

Review Calendar

- Kristina to lead D11 Review in March.
- Mitch to lead D9 Review in March
- Simon to lead D7 (Kristina will add description to the work plan) and Shannon to lead D8: Cost of Governance in April.
- Pam to lead C2: GM Job Contribution in May.
- Possible training opportunity open to Board Members in late May in the South End Community Room regarding Justice, Diversity, Equity, and Inclusion (JDEI) training sessions.
- John requested a date change for the July meeting; Board approved shift to July 21, 2025.

Wrap Up

Action Items

Emily presented 6 action items to the Board.

Meeting Evaluation

How does the Board hold sharing that occurs during the start of the meeting while adhering to meeting agenda protocol? (To be discussed during the Executive Session.)

Executive Session with GM

The Board moved into Executive Session with the GM at 8:21 PM. The Executive Session covered the NCG Board Bulletin and City Market financials. The Executive Board Session with the GM concluded at 9:40 PM.

Adjourn

The meeting adjourned at 9:42 PM

Action Items

February 2025

John to:

1. Revise the typo and negative variance discrepancy in the B4: Financial Condition report;
2. Send CCMA information to Sam, Mariella, and Shannon; and
3. Update the calendar with report monitoring updates.

Kristina will lead the D11 monitoring item and **Mitch** will lead the D9 monitoring item in March.

Simon will lead D7 monitoring item and **Shannon** to lead D8: Cost of Governance in April.

Pam will lead C2: GM Job Contribution in May.