



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

April 23rd, 2024, 6pm | Hybrid

193 North Main Street | White River Junction, VT 05001+

Directors present: Tina Barney, Kate Rohdenburg, Chris Sneddon, Kerry Rosenthal, Zea Luce, Pamela Perkins, Rio Pires

Directors absent: Sam Sukumar, Max Wunderlich

GM present: none

Members present: none

Others present: none

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:00pm. Called to order by Tina Barney.

1. Agenda & Announcements

- Check-ins and Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: If there's time, Chris will report back on the Audit Seminar he attended.
- Announcements: none

2. Meeting Minutes

- March Meeting Minutes
 - Change: none
 - **Approved by CONSENSUS**

3. New Business from the GM

- Financials
 - Tina's impressed that we're still ahead of budget.
 - Rio noted that the dollar amounts in the Total Current Assets column for February 2024, and other months as well, add up to a total that is off by one dollar.
- Events
 - We will be renting the Bugbee on June 7th for an event with Jon Steinman, who will talk about co-operative structure and why co-ops are important. This is designed to be a staff and board training, but it is open to the public.

4. Policy Governance

- EL6 Budgeting/Financial Planning
 - Rio led the discussion of the policy.
 - The board agreed that because there is not currently a three year strategy, EL6 is partial compliance with a plan.
 - Kate asked if we want to make the three year strategy a separate bullet point, with a possible timeline of having it presented alongside the store budget in June.
 - **Approved by CONSENSUS**
- G8 Neighboring Co-ops
 - Pamela led the discussion of the policy.
 - The approved to strike the requirement that this policy be monitored by "the board president or other representative group(s) of neighboring co-ops".
 - **Approved by CONSENSUS**

5. New Business for the Board

- Bylaws
 - Tina clarified that we are a Non-profit Corporation, but we are not tax exempt.
 - Tina asked if 2.2 should be changed to say “any legally protected group” instead of having a list of possible descriminations. It will be given consideration.
 - The board was confused as to what a capital certificate is, and if the co-op uses that.
 - Suggested change: remove gendered language: 2.8 C, 7.2 B. A1
 - 6.1 Kate suggested requiring 11 meetings instead of 12.
 - 6.2 typo
 - 7.1 A Given recent violations of term limitations, should the term limits be changed to 5 years.
- Board Budget
 - The Finance Committee needs another person, so Kerry will invite Max to join.
- Living Wage Committee
 - The Living Wage Committee has proposed suggested wording changes for EL3. The board approved the suggested changes.
 - Clarification on the Vermont Basic Needs Budget: it will still be assessed every two years.
- Check-ins
 - Pamela and Kate will be on the porch for the Coffee Date on May 11th.
 - The board will meet for a retreat on June 22nd, 9am to 12pm, and then help with the Ice Cream Social 12pm to 3:30pm.
 - Newsletter will do a bio on Pamela.

6. Assignments

- EL8: Kate
- G7: Kerry
- Kate will create proposed Bylaw edits

7. General Session Adjourned 7:50pm