

# APPROVED MINUTES

## Upper Valley Food Co-op | Board of Directors Minutes

### January 25th, 2022, 6pm | Videocall via ZOOM

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

**Directors present:** Kerry Rosenthal, Cat Buxton, Zea Luce, Carrie Kocik, Kate Rohdenburg, Sam Cronin, Rio Pires, Tina Barney, Elizabeth Feinberg, Debbie Diegoli  
**Directors absent:** Pamela posted comments but did not attend  
**GMT present:** Sue Miller, Norm McMullen  
**Members present:** none

**Facilitator:** Tina Barney  
**Recorder:** Elizabeth Feinberg

### PROCEEDINGS

Open meeting begins at 6:04 pm. Called to order by Tina Barney.

#### 1. Agenda & Announcements

- Reading of the Ends: Kerry Rosenthal
- Board Emails: None
- Member Comments: None
- Agenda Amendment: We moved Policy M & M1 up to accommodate Sam C's schedule
- CCMA Update
- Retreat Update
- March 19<sup>th</sup> CCMA not March 26<sup>th</sup>
- Announcements: None
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally. In person, the board is able to socialize and connect before and after the meeting.

#### • Meeting Minutes

- December Meeting Minutes
  - Change: EL 4 Membership, change from Non-compliance, to **Some sections** non-compliant
  - Second page/second item/ Discussion.... 'large numbers of new members'
  - EL 4 Kate ASKED about
- **Approved by CONSENSUS**

#### 3. New Business from the GMT

- NFCA Quarterly update. Sue strongly urged us all to attend for even a short amount of time. It is on March 19<sup>th</sup>, with time announced next month. Sue noted she is providing support to both Morrisville and Rutland Coops. Rutland in particular is beginning a GMT and Sue has been a great support.
- Financials: Norm is delighted to share that the Coop is doing WELL! November numbers were reported, and December numbers look even better. We are at break-even which makes up for the losses of earlier in the year.
- New Sprinklers have been installed.
- New phone system is set for February 10.
- Coop History
- Many thanks to Sue for including the Rochdale history of Coops. Debbie reminded us of the Black Coops which were vital in the success of freed slaves. Sue remind-

ed us of the two very different beginnings and missions of our two local Coops (Hanover & UVFC) which continues to this day.

#### 4. Policy Governance

- Policy: M & M1, Unity of Control Led by Sam
- The Board reviewed and discussed the policy.
- Comments: The policy clearly reflects the board acting as a whole through the GM. We earned cake!
- **Approved by CONSENSUS**
- Policy: \_\_\_\_\_ EL2 Staff Treatment Monitored by Carrie K.
- The Board reviewed and discussed the policy.
- Comments: Carrie applauded the strong leadership and environment of trust Sue & Norm provide. She noted a question of last year asking, but eventually determining no, on whether the policy could be streamlined. Finally we discussed whether the Handbook needed a Covid Policy update. It was determined that the Staff Book is the correct place for the numerous, immediate Covid Update. The Handbook has a Health and Safety policy, but it does not need a specific Covid policy.
- **Approved by CONSENSUS**

#### 5. New Business for the Board

- GMT Compensation
- Tina led a discussion of an alternate GM compensation method. This method, if adopted, would allow the board to create a clear process of compensation to pass along to future boards and GM's. The process would be more predictable, transparent and organized. It would allow us flexibility to address GMT changes as well. Tonight was the beginning of a discussion. Many Board members spoke positively of this possible change. Sue and Norm will be given time at next meeting to address the board regarding this idea. The board will consider a retreat, rather than a board meeting, to begin our discussions to create an RFP for compensation if/when we decide to move forward with this alternate method of compensation.
- Changes to Code of Conduct Policy
- We voted to accept the following changes to the proposal put together by Pamela and Cat. The paragraph in RED: **Representative** should be bolded. In the paragraph containing 'These relationships DO changes to SHALL. And the final paragraph should become roman numeral 11.
- CCMA is In-Person this year in Souix Falls, SD! We will talk again with more details in February. There is room in the budget for 3 people to attend. If you know you are interested, or are considering it, please advise Tina. We will need commitments before the March meeting.

#### 6. Assignments

- Next month's Policy: EL3 Compensation & Benefits : Kate & Cat
- Next month's Policy: G&G1 Governing Style : Debbie
- Board Retreat Check – In (May 7<sup>th</sup> 9-3)
- Tina: GM Compensation information

#### 7. Takeaways

- Kerry: Appreciation to Tina for thoughtfulness and thoroughness in discussing the proposed new compensation process.
- Tina: Glad to hear everyone's flexibility around the proposed new GMT compensation process.

- Elizabeth GMT/RFP glad to learn about and participate in the possible new changes.
- Sue: It is a gift to work with a board who understand board work V. Operations work.
- Norm: Very intrigued about the new GMT compensation process.
- Zea: Great Coop Education! Thank you Sue for including the article.
- Rio: love everything that took place tonight! Compensation discussion, Code of Ethics, all of it!
- Cat: We should be PROUD of our GM, Sue is the president of NFCA – WOW!
- Kate: Despite exhaustion in general state of affairs, the Coop is refreshing, with rich, valued discussions and enterprise.
- Carrie: Appreciation for flexibility, and accommodation of schedules, which leads to a supportive environment for all.

## **8. General Session Adjourned 7:58 pm**