

# APPROVED MINUTES

9/27/22

Present: Cat Buxton, Sam Cronin, Elizabeth Feinberg, Tina Barney, Kerry Rosenthal, Rio Pires, Sue Miller, Norm McMullen, Pamela Perkins (for some), Debbie Diegoli, Kate Rohdenburg, Zea Luce  
Notetaker: Zea Luce

Meeting called to order at 6:06

Ends read

Member comments or emails - no, some spam

Agenda amendments:

Tina: executive session will be two parts

Norm: move how to exit building now - store closes at 7:00, so please use emergency exit door without going into the store, can park in the back in the future. Have a set of keys for the elevator.

August meeting minutes - comments or corrections:

- One typo: section on the products, pg 4, second bullet (first product = produce)
- Add a bullet in the board self-evaluation:
  - Also, as much as we might value short and efficient meetings, they shouldn't solely be business, as trust and relationship building is important - let's not throw out all of those aspects and make sure we incorporate time to connect as people with the goal of building a stronger board

GMT report:

- It's Coop Month in Oct, starting on Saturday, Sue has buttons for us to wear, will be posting on social media
- Bulk sales coming, too
- Plans for the annual celebration/meeting this weekend are set - food, demos, vendors, music, cider pressing, plus business meeting – could use help with set up and break down
- Meeting is at 2:00 - Kerry will take minutes
- There is an annual report, two sided doc, those who can't be there would love to have a copy (digital preferred)
- NCG and UNFI - Sue has been complaining to NCG about the supply chain issues through UNFI in September 2021 through January 2022. NCG went to bat for the co-ops, who were suffering from missing items and miss-picks, and they told UNFI that they were breaking contract. UNFI paid out, and we received \$27,000. This is one of the main reasons it's important to be part of NCG. A little conversation about the contract and good work of NCG.
- SewOp - being cleaned in Oct, open hours in Nov and winter, with hope for classes in spring

EL5 - Financial Condition:

- Kate gave a recap
- Questions:
  - Are there examples of past restricted funds? Can't think of any. Also question of whether we can accept donations - yes, would be "other" income
  - EL5.5 - multiple years of non-compliance due to pandemic, do we just accept non-compliance or should we have a policy with major external factors, discussed wording. This pandemic time period is the first loss we've had (in many years). Decided if there is a year long catastrophe in future, pricing policies are still followed and in place ("sufficient to generate a positive net outcome").

- Motion to shift this to compliance - Cat to write a note to be included in notes:
  - Cat moved and The Board agreed to change the EL 5.5 reporting from Non-compliance to Compliance because the policy states "Operate without pricing policies and expense controls". The policy does not specify that one must realize a positive net income, just that the controls be in place. They are.
  - Additionally, this year's lack of positive sales growth is directly due to supply chain disruptions that the Board was kept informed of and that the Coop has been reimbursed for, more than the amount of our net loss.
  - Larissa to change monitoring to compliant
- Question about word change "intended to generate..." - decided against
- All agree on compliance, this is the policy we want, check for DEI language

#### G4 - Board President's Role

- Elizabeth gave a summary and interpretation
- Elizabeth asked for discussion and feels current president, Tina, is in compliance
- Tina clarified the list of future topics role (Larissa keeps these notes)
- Norm with a question about G4.2.3 - annual report of board compliance to membership - this is done at the annual meeting
- Compliance approved, DEI checked, GMT wording is outdated (not changed on purpose or missed?) - reminded ourselves that (s) was added in case there is not a General Management Team in the future

#### Board Meeting Protocols:

- Tina brought up Bylaws reminder
- Members are invited to attend, have had a couple not-yet-members attend at recent meetings and noted they aren't technically allowed
- Sensitive topics - financial, personnel, etc. only discussed by board members

#### Hybrid Meeting Accommodations:

- Tina looked into the owl 360 device, \$999, can purchase for our board, should we try this technology
- The owl centralizes the microphone, speaker, and video - better experience for people on Zoom, folks in classroom could hear them better, but would need to project to a TV/screen/wall for people in room to see those on computer
  - Motion to purchase the owl technology
- Should the coop purchase a TV, too? GMT will discuss.

#### GMT Compensation Proposal:

- Norm's revised draft with change in hours (had proposed a reduction), Sue plans to cut back hours in the future, but right now lots of things need attention and is more appropriate to keep hours same
- \$27k from NCG has come into play, as well, to make them feel better about the budget
- Committed to coop and wanted to make it work, but have given it more thought
- Short discussion about the fact that these are two high level important positions

#### Recruitment for one year term:

- Can appoint two people total
- May have someone interested, they would fill out an application, we would appoint, then the person would officially run next year

#### Living Wage Ad Hoc Committee Idea:

- Tina introduced the idea to re-look at the topic
- Would this interfere with operations? No, the committee can come up with ideas, discussions, ideas for retreats, new policies or clarifications in policies, could do some research of comparable stores, VT

data, think about marker goals, provide possible formula to not fall behind local retail, define gap between highest & lowest wages, etc. - current policy is fairly general (guideline is "work toward a living wage") - this would help answer the question "is this the policy that we want"

- Elizabeth would like to be on this committee after her board term ends
- Timing would be throughout this year before the next budget
- Decided to move forward and form this ad hoc committee - one person was reluctant (didn't think we need it, but not blocking), one person abstained
- Tina, Debbie, Sam, Elizabeth volunteer

Newsletter article - Cat submitted one about agroforestry and the recent videos made around the Upper Valley

Set winter schedule:

- November meeting changing to 11/29
- December meeting will be Jan 3rd, then Jan meeting will be Jan 31st

Policy governance assignments:

- G2 - Pamela and Sam
- EL9 - Debbie
- M2 - Kerry

October Meeting topics:

- New Member Orientation discussion
- Recruitment for one-year term
- Board Photo