



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes
August 23rd, 2022, 6pm | In the Classroom
193 North Main Street | White River Junction, VT 05001+

Directors present: Tina Barney, Debbie Diegoli, Kate Rohdenburg, Sam Cronin, Zea Luce, Cat Buxton, Pamela Perkins, Elizabeth Feinberg, Rio Pires

Directors absent: Carrie Kocik, Kerry Rosenthal

GMT present: Sue Miller, Norm McMullen

Members present: none

Others present: Chris Salata

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:20pm. Called to order by Tina Barney.

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: Tina had a request from another co-op to see a copy of our by-laws and policies. The board agreed it was fine to share these.
- Member Comments: none
- Agenda Amendment: none
- Announcements: none
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally.

2. Meeting Minutes

- July Meeting Minutes
 - Change: typos
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Ice Cream Social
 - What a great party! (It happened directly before the meeting.)
- New Dairy Cooler
 - The new dairy cooler is in! We were lucky to get a refrigeration truck for the switch because they're hard to come by. Staff was amazing.
 - We're hoping to do something similar with the produce walk-in.
- Financials - the end of the fiscal year
 - June was a huge boost to our finances. The co-op is safe and sound and moving along nicely.
- New Staff
 - We have a new employee in grocery, someone who's worked at a co-op before.

4. Policy Governance

- EL1.10 Extended data, with plan
 - Sue extended the data, and put together a plan to reach compliance. Some of these things are already being put in process.
 - **Accepted by CONSENSUS**
- E Ends
 - Debbie led the discussion of the policy and monitoring.

- Sue said that without the supply chain issues that have interrupted our shelf stocking, the store would not have suffered the financial losses that we've experienced. This is what makes it hard to specifically predict how the store will be doing financially. But it also shows that we're doing well, despite the loss. People are still shopping here and supporting us.
- Our local produce is still 22%, which is great. For products and services, it's 31%.
- **Approved by CONSENSUS**
- M4 Monitoring GM Performance
 - Sam led the discussion of the policy.
 - Sam felt that the phrase "reasonable interpretation" is a vague phrase, and wondered if there was a better phrase or wording that could be used.
 - Discussion of the RFP led to a recommendation to create a M4.7, which would describe the new compensation process.
 - **Approved by CONSENSUS**

5. New Business for the Board

- Follow-up Discussion of Compensation Proposal
 - Tina outlined the plan for further reviewing the Compensation Proposal.
 - Norm shared his responses to the questions generated by the board at last month's discussion of the Compensation Proposal. The board had asked for more specific information about the report that Sue and Norm's compensation is "above the 75th percentile" for similar GMs. Norm shared the information shared in the Columinate database, and that it doesn't get more specific than what they shared.
 - The GMT agrees that they want to continue to raise wages for staff.
 - Benefits to all staff are fairly simple. Everyone gets a 20% discount, vacation hours, and staff who work more than 30 hrs/wk get access to medical benefits. Norm clarified that Sue and Norm treat their pay the same as other staff. Their benefits and vacation operate the same way.
 - Their last raise went into effect November 3rd, 2021.
 - For the question about bonuses, Norm clarified that the staff often receives a \$200 bonus twice a year, which is also given to Sue and Norm. They would like to continue to receive the same bonus as the rest of the staff.
- Board Self-evaluation
 - The most contentious question was meeting in-person versus virtually. Kate suggested a meeting owl, a product used in the in-person space to capture their sound and visual when they're talking. But it's quite expensive.
 - People had strong comments about how to make meetings shorter. The board once again discussed doing written monitorings of board monitored policies. There was also discussion of getting rid of check-ins and takeaways. Sam suggested having a particular question for check-ins. Debbie suggested starting 10 minutes early and keeping the check-in and takeaway. Tina brought up the option of doing retreats to remove discussions from regular meetings.
 - 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
- Nominating Committee Discussion
 - The Nom Com would like recruitment to be discussed at every meeting. This year the Nom Com had a long list of people to get in touch with and one by one they dropped off. Sam volunteered to be in charge of the Board board downstairs.
 - Kate recommended Lisa from Craft Studies for recruitment.
 - Elizabeth brought up the idea of a Junior Board position, for young people who can't commit to a three year term. Could be a great opportunity for building leadership and filling community service hours. Cat volunteered to contact Melissa Wyman at Hartford High School.

- Annual Meeting Check-in
 - With only one person on the ballot, Sue requested that we not do an electronic ballot. The board approved not doing electronic voting.
 - Sue proposed that the Annual Meeting be a repeat of the Ice Cream Social, which was a great success. An afternoon gathering outside the store, with vendors and music, and soup and salad. The board approved this idea.
 - Cat and Zea won't be able to attend.
- Officers Check-in
 - We're losing two officers, Cat and Elizabeth. Sam agreed to be Vice President, Zea will be Clerk, and Debbie will continue as Treasurer.
- Newsletter Check-in
 - Debbie said that she'd like the board to submit articles to the newsletter.

6. Assignments

- G4: Elizabeth
- EL5: Kate
- Kate: continue handbook development, to present at next meeting
- GMTEC: Tina, Sam, Kerry
- GMT: submit update Compensation Proposal

7. General Session Adjourned 8:10pm