



DRAFT MINUTES

Upper Valley Food Co-op | Board of Directors Minutes November 30th, 2021, 6pm | Videocall via Zoom

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

Directors present: Cat Buxton, Rio Pires, Tina Barney, Debbie Diegoli, Elizabeth Feinberg, Zea Luce, Carrie Kocik, Pamela Perkins, Kate Rohdenburg, Kerry Rosenthal

Directors absent: Sam Cronin

GMT present: Sue Miller, Norm McMullen

Members present: none

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

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

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: none
- 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

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

3. New Business from the GMT

- Co-op Anniversary coming up
 - It's exciting to think of our 50th anniversary, which is only 4 years away. Sue and Larissa are starting to plan for this.
- Store transactions
 - Transactions per day are picking up. We expected that, but it's nice to meet those expectations. The co-op was very busy leading up to Thanksgiving.
- Supply Chain Issues
 - It's very day-to-day with these issues. Today's Tuesday order simply didn't come. UNFI is so understaffed that they just can't get deliveries out. We're hoping the delivery will come tomorrow.
 - The buying managers are having to work very hard to find ways to fill the holes left by these supply chain issues from our regular suppliers.

4. Policy Governance

- EL7 Asset Protection:
 - Tina led the discussion of the policy and monitoring.
 - The Co-op just completed an independent financial review, done by Hogancamp, PC, an independent CPA out of Keene, NH.
 - **Approved by CONSENSUS**
- G5 Board Code of Conduct:
 - Kerry led the review and discussion of the policy.

- Tina asked how and how often board members need to report a potential conflict of interest, such as if someone is a vendor at the co-op.
- **Approved by CONSENSUS**

5. New Business for the Board

- Code of Conduct
 - Kate noted an instance of gender pronouns in the document. Larissa will remove this.
 - Cat proposed adding a bullet point in the Code of Conduct to state that members must disclose if they are a vendor at the Co-op. The board approved this and Larissa and Cat will submit that wording at the next meeting.
- Policy Change Proposal (G2)
 - Cat shared her proposed changes to G2.
 - **Approved by CONSENSUS**
- Policy Change Proposal (G1)
 - Cat shared her proposed changes to G1. Concerns were brought up about overly specific language that could feel exclusionary. New wording was proposed.
 - The board agreed to postpone the vote until next month, so everyone can have time to think about the newly proposed wording.
 - **Postponed**
- Board Goals for 2022
 - Debbie reviewed our goals from 2021. The new board members were asked about their experience so far and what kind of trainings they'd like.
 - Cat will share the recorded video of Larissa's tour of dropbox.
 - Discussion was had about connecting with the White River community. Kate suggested inviting Kim Souza from the selectboard to a board meeting.
 - Sharing minutes: Larissa will send the most recent minutes to the board so any absent members can stay up-to-date
 - New Goal: Monthly Grocery Info sessions from Sue (10 mins)
 - Refresher trainings: Financial 101 (Norm), Policy Governance (Cat)
 - Videos: History of UVFC, History of the Co-operative Model
- Darnell Adams Training
 - This is currently scheduled for February 5th. However, Covid-19 cases are rising again, so Cat has emailed Darnell to ask about what to do if we're not comfortable meeting in person.
- CBLd Report
 - Kate and Pamela both learned a lot from their CBLd Session. It gave a valuable overview of the co-operative model versus other business models.

6. Assignments

- EL4: Sam
- G3: Cat / Pamela / Kate
- M3: Zea
- Larissa/Cat: submit new proposal change for G1
- Larissa: Compile Board Goal list for 2022
- Cat: New bullet point for Code of Conduct
- ALL: Mark Feb 5th for Darnell Adams training

7. Takeaways

- Cat: I learned tonight that the way we organized ourselves as a board can make a big difference on the way we view policy.
- Zea: I appreciated our conversation on our global statement.
- Debbie: We're working on our board goals, the point of which are to strengthen our connection with the community and our skills as board members, to be able to better serve the co-op.
- Tina: I appreciate that the GMT is able to look at both the short-term and the long-term.

- Rio: Ditto Debbie and Tina's comments.
- Elizabeth: I appreciate the way the new board members have jumped in and I hope we did a good job of creating a welcoming environment.
- Norm: I think it's really neat that the two new directors have reached out, and I like that you've tied the review of the Code of Conduct to the signing of it.
- Pamela: I appreciate again the artistry of crafting the wording of the policies, and the depth of thoughts behind them.
- Kate: I'm taking away how thoughtful everyone on the board and the GMT are about meeting the Ends statement, and thinking beyond the groceries to the people.
- Carrie: I thought it was nice having new ideas and new energy from our new members.
- Kerry: I really enjoyed this meeting and I also realized I had not been the person responsible for a policy review in 6 years!
- Sue: We're so fortunate to have the co-op that we have at this moment in time, with people who care for it so passionately.

8. General Session Adjourned 8:15pm