



# APPROVED MINUTES

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

### January 28th, 2024, 6pm | Hybrid

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

**Present:** Chris Sneddon, Rio Pires, Kerry Rosenthal, Zea Luce, Darrion Whalen (GM), Tina Barney, Max Wunderlich, Kate Rohdenburg, Siva Samantha, Pamela Perkins  
**Facilitator:** Tina Barney  
**Recorder:** Zea Luce

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

#### Agenda & Announcements:

- Check-ins and reading of the Ends
- Board Emails: none from members
- Member Comments: none
- Agenda Amendment: none
- Announcements: none

#### Dec Meeting Minutes:

- Edits:
  - New business for board - Kerry's concerns with grave misgivings - clarify the "she" in that sentence to be Kerry
- Approved

#### GM Report:

- Weather has been "New Englandy," so have been navigating that to ensure people can get home safely
- Cold temps have knocked out local eggs
- Seeds are in!
- Grocery manager hired - Mike A, 25 years of purchasing/operational experience, giving 4 weeks notice at current position, starting end of Feb
  - How did he hear about the job? Via Columinate
  - Maybe he can attend the next board meeting at end of Feb to meet
- Financials:
  - Nov good month, basket average up, keeping costs down, sales are up
  - Why do we have budgeted negative income? Conservative because of losses in the past, so we're above the bar
  - Balance sheet reports end of quarters
  - Norm is still working less than 10 hours a week to keep up with the bookkeeping
  - Will brainstorm the job description, maybe it's not a 30 hour a week job, could consider an outside company for some of the tasks

#### EL2 Staff Treatment

- Questions/comments -
  - Complicated one, employee handbook has a lot of info

- 2.2.5 objective assessment - anonymous surveys to get real data, there's always a power dynamic happening
  - What about 360 review, does that get enough - no, it's just about GM and in the past it just managers were giving feedback - not what is being talked about here
  - Example of survey used on school board anonymously, things came out that didn't know about
  - Darrion realizes that important to find a venue that feels best to speak/share - in a big group doesn't always feel good, technology like a Google Form isn't good for everyone
  - Exit interviews to consider
  - People might grumble in person, but not put it down on paper
- What about legal drugs? Do we have a policy? Just curious - a changing world. Safety and prescription drugs
- Approved the monitoring of the policy

### **M1 Unity of Control:**

- Kerry gave a summary
- Clarity around individuals, committees, vs whole board asking GM for something or to do something (excessive time/funds/disruptive) and authorization
- We are one body
- Conversation: GM can reject requests even if whole board thinks something is a good idea
  - Take out "without board authorization"?
  - We don't want to have to do it and don't intend to
  - But protecting ourselves in the future in case we do need a GM to do something they need
- The title is weird (unity of governance?)
- What is this policy linked with?
- Policy monitored and approved

### **Electric Footprint of Building:**

- Monthly electric bill \$2300-3000
- REAP Program
- Couldn't cover total electric cost just on our property with panels on roofs, maybe half with arrays on both levels of front; pole mounted system out back could get us to about  $\frac{2}{3}$ , substantial reduction
- Inefficient condensers, need replacement, through program could get back 65% of cost
- Tina wants to keep looking into solar numbers and can bring more data next month - hopes to send a summary before next meeting
- Wants a second bid
- Community solar project?
- Board could come up with a proposal for operations

### **Nominating Committee Check-In:**

- They met and have two requests for the board:
  - What organizations feel aligned and could we invite them to learn more/join board, like Vital Communities, a local restaurant, or farm - could brainstorm now or send ideas to Kate
  - Where could we put flyers/applications in other businesses where people would see them outside of the co-op itself, like up in all the local libraries, think of connected people

- Kate will have flyers for us to take to community boards/spots by next meeting
- Kerry and Sam, Feb 17 9:00 upstairs with carafe of coffee
- Talking points for the coffee times to connect
  - The board is a crucial role for the functioning of the Coop providing governance and a voice of the members in the leadership of the business.
  - Opportunities for learning about local food systems, our counter-capitalist economic model of cooperation, and a policy governance Board process.
  - 20% discount!! Making it more affordable to eat your values.
  - Participate in an ethical project of healthy food, sustainable agriculture, local community.
  - More likely to survive the apocalypse if we have a local food system, insulated from global political and climate crisis.
  - Fun group of people to join and spend Tuesday dinners with!
- These coffee chats will hopefully be promoted in various ways - on website, enews, social media, Kerry happy to put it on her Facebook if have the graphic/info

### **Board Training Ideas:**

- Visit another co-op - see the store, ask questions we've generated beforehand, connect with other boards using policy governance
- Don't forget about CCMA in Portland this year
- Tina to host at her place in August
- Develop relationship with Dartmouth Organic Farm?

### **Coming Up:**

- Enews - Tina board bio
- Policy governance - G and G1 Chris; EL3 Max (and Tina)
- Begin planning a board retreat?
- Hear about first coffee chat
- Schedule committee meetings

Adjourned 7:35