



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

May 24th, 2022, 6pm | Videocall via Zoom

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

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

Directors absent:

GMT present: Sue Miller

Members present: none

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:02pm. Called to order by Tina Barney.

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: none
- Announcements: Sue will leave early, after EL8
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally.

2. Meeting Minutes

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

3. New Business from the GMT

- Price Increases and Product Supply
 - We're having a real challenge keeping up with price changes and trying to deal with them in a way that doesn't shock everyone. We're trying to implement them slowly, but the inflation rates have gone sky high since last December. One example is a customer who special ordered a whole pallet of potting soil. When they called us with the shipping figure, it was almost as much as the total for pallet, when two months ago the shipping would have been a fraction of that.
 - Cat wondered if this is an opportunity for the co-op to focus on the local economy. She doesn't see this shift pulling back, so how can we look local to avoid those shipping costs? Sue said that we take a much smaller margin on local products, to support them, but then we need to also have higher-margin products in order for the store to stay viable. We can't afford to have more than 32% of our store products be local without raising the margin on local products and making them pricier than customers are able to afford.
 - Elizabeth asked if the co-op can reach out to local vendors about negotiating prices. Sue said that vendors are already struggling with material and labor costs, and we respect the prices they've set.
- Store Improvements
 - Tina asked if there will be any other improvement projects to the store in the coming future. Sue said that yes, there are a number of improvements planned for the store.
- Superworker Program
 - Sam had a number of people ask her about the Superworker program. Sue said that she's hoping to have it start up again in the fall. It will definitely be coming back.

4. Policy Governance

- EL8 Communication to BoD

- Rio led the discussion of the policy and monitoring.
- Rio asked if this policy is necessary, and gave examples of what he views as redundancies. Others clarified that the policy exists to set expectations of communication between the GMT and the Board, not to be the channel for that communication.

- **Approved by CONSENSUS**

- G7 Cost of Governance:

- Zea led the discussion of the policy.
- Zea drew attention to the section about liberally training new members. Pamela said that she felt a bit lost, but was comfortable reaching out to other members. Zea liked the point that training doesn't have to cost money, gathering information from other members can be a great educational resource.
- Cat felt that we are in non-compliance with a plan. We have been in a pandemic, which adds challenges, but it's time for the board to strengthen its orientation for new members and communication with co-op members.
- Kate suggested an orientation manual to have a tangible guide for new members or even candidates. Kate and Sam both showed interest in developing a handbook of some sort. She also felt that the board is very generous with its training, given that members are sent to conferences and trainings. Tina brought up the CBLd library that we could direct new members toward, but it would be good to have something more pertinent to our Co-op.
- Elizabeth proposed creating monthly mini-training sessions for new members, and also sending them out to the membership at large. It would be like a manual, split over the twelve months.
- Kate asked if there is a spending limit on the board budget, and if the current budget is reasonable. Debbie said that there's not a set limit, and has previously been told that the board doesn't need to stress about staying under a particular number.

- **Approved by CONSENSUS**

- **G7.3.4 is reported as Non-compliance with a plan**

5. New Business for the Board

- Board Budget

- Debbie presented the draft board budget. The question was raised if the newsletter line item needs to have a number budgeted for it. Larissa said that the newsletter is not printed to a quantity that needs a line item.
- Kate asked about the NFCA line item. They hold a conference for education.

- Post-Retreat Check-in

- Cat appreciated the chance to meet in-person and connect in a way that's hard to do through the computer.
- Kate asked if folks felt like they came away with a different way of thinking about our policy governance specifically? Pamela felt that it's content that one has to take in and live with, and questions will arise as we move forward. Sam felt similarly, that it's an evolution.
- Elizabeth reflected on our recruitment efforts, and the lack of diversity in our current list of hopeful candidates, being that they are all (but one) older white women. She considered the phrasing of how to seek out diverse community members. She also suggested adding a 1-year term targeting people under 21. Zea brought up the idea of creating a stipend to compensate a board member who couldn't afford to volunteer a chunk of their month. The question arose about how these ideas would be instated, in policy or the by-laws. Cat offered to look into this.
- Kate pointed out that diversity is about perspectives that are missing from the group, not just a checklist of gender, race, or socioeconomic background.
- Tina pointed out that an often ignored group in our area is indigenous peoples.

- The question was posed: How we do take steps forward, when difficult discussions require chunks of time, and not just a few minutes at a meeting? Do we want to make this a focus for the year?
- Cat proposed codifying the board's commitment to creating a welcoming space.
- Nominating Committee Check-in
 - Elizabeth confirmed that she is not running for re-election, after nine years on the board. Which means there will be four open seats in the coming election. There's almost more interest than we've seen in previous years.
- CCMA Attendance
 - Tina and Sam are attending in-person, Debbie is attending virtually.

6. Assignments

- EL&EL1: Pamela/Debbie
- Kate will create a draft list of topics for an orientation document
- Cat will look at the policy or bylaws about changes to board terms or benefits
- Finance Committee will finalize the Budget

7. Takeaways

- Kerry: I didn't say much but I was listening the whole time. I'd really prefer to meet in person and I'm not sure I should remain on the board.
- Tina: I appreciate everyone staying to the end, I'm sorry the meeting ran over, but I'm thankful for these discussions.
- Kate: I feel like this was an energizing conversation.
- Pamela: I appreciated the depth of the conversation and will encourage me and others to stretch and grow as things evolve.
- Cat: I am super grateful, this was a great meeting and I appreciated the dialogue and hearing from voices we don't always hear from.
- Debbie: This is one of the best board meetings I've had here in ten years. I appreciate the thoughts and depths of ideas.
- Rio: I ditto Debbie, I loved this discussion.
- Zea: Thank you for the deeper conversation around our policies, what it means to govern, and our retreat work and continuing that on. I especially liked the questions from the people who weren't at the retreat.
- Elizabeth: Thank you all for listening, and I'm wondering if it's kind of like when the teacher leaves the classroom and you have more discussions.
- Sam: I like when the pot is stirred. The post-retreat discussion was nice, because the people who weren't there added a lot.
- Carrie: I really liked some of the ideas around making the board meetings more accessible folks who are opting out because there isn't a stipend or for other reasons we haven't thought of.

8. General Session Adjourned 8:30pm