



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

April 26th, 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

Directors absent: Elizabeth Feinberg, Rio Pires

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: Board Budget will be moved up because Debbie needs to leave early
- 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

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

3. New Business from the GMT

- Store Renovations
 - Two weeks ago, Alan Reiksmann from HCCS discovered some historical information about our co-op, which he shared with Sue. Specifically, a copy of a newspaper article from 1993 when our co-op moved to downtown White River Junction.
- Common Cents
 - Our May Common Cents partner will be Vermont Community Garden Network.
- Finances
 - It was great to see that our February sales were higher than budgeted.
 - Kerry expressed concern that our YTD Net Income is about \$40k below the YTD Budget. Sue said that numbers will change over the year, and a budget is just a tool that we aim for, but expenses were higher than expected. Next month, Norm will further expand on Sue's answer.

4. Policy Governance

- EL6 Budgeting/Financial Planning:
 - Cat led the discussion of the policy and monitoring.
 - **Approved by CONSENSUS**
- G8 Neighboring Co-ops:
 - Kerry led the discussion of the policy.
 - Kerry felt that there are things our board could be doing to further connect with the board of HCCS and boards of other local co-ops. Sue mentioned that NFCA coordinates peer-to-peer calls between board members of neighboring co-ops.

- Kate asked if the policy is specifically speaking to food co-ops. Cat said that it was originally envisioned that way, and it nurtured the creation of NFCA. But there's no reason for the policy to be limited to food co-ops.
- **Approved by CONSENSUS**

5. New Business for the Board

- Begin Budget Process
 - Debbie asked those who are going to CCMA in-person to send her the details of travel and lodging expenses. The budget will be presented at next month's meeting.
- Draft Compensation RFP FEEDBACK FROM THE GMT
 - Sue and Norm now feel comfortable that they understand what the board is asking for. They're ready to move forward with the Compensation RFP
 - The GMT is not interested in contingent pay, meaning a bonus if the store is doing particularly well. Instead, if the store does well, and the GMT creates a bonus or raise proposal for all staff, then they would like to be able to ask for a similar bonus or raise for themselves within that proposal.
 - When it comes to the ratio between highest and lowest paid in the co-op, it was agreed that those numbers will be calculated by the GMT and included in their proposal, but the board is not asking for it to be a specific ratio. Michael Healy said that there's no magic ratio number for a healthy business.
 - Cat thanked Tina for all the work she's put into creating this Compensation RFP.
 - The board needs to identify which policies relate to compensation, so that the GMT can more easily find and reference those policies. Cat offered the policy matrix to help with that task.
- Nominating Committee Check-in
 - Zea, Cat, and Sam met to get the recruitment process started. They have quite a list of possible candidates to reach out to, but if anyone has another name to suggest, please send that along to the Nom Com.
 - Tina had asked those leaving the board to give feedback about their time on the board. She re-iterated this request. Cat pointed out that they still need to find out if Elizabeth is planning on running for re-election.
 - Sam enjoyed meeting in-person for the Nom Com and looks forward to holding board meetings in-person.
 - Cat said thank you to Larissa, who is an unspoken member of the Nom Com.
- Board Retreat Check-in
 - The Board Retreat is coming up! Darnell is very excited. The retreat will be held in the space behind the co-op. Sue will talk to the Bugbee Center in case of inclement weather.
 - Cat sent out a link for everyone to read as background before the retreat.
 - Cat checked in about A/V preparedness.
 - The board agreed on Indian food for the retreat, and made a plan for meals.
 - Darnell is working on the agenda, but the retreat will be 9am to 3pm.
 - Tina proposed that the board check-in how the board feels about in-person board meetings after the in-person retreat.
- CCMA Check-in
 - Tina and Sam are going in-person. Sue will attend virtually.

6. Assignments

- EL8: Rio
- G7: Zea
- Cat and Tina will research which policies reference compensation
- Finance Committee will meet for the Budget

7. Takeaways

- Debbie: I'm amazed at how quickly this salary recommendation is coming along.
- Cat: I'm super impressed with the RFP and how quickly that process has gone.

- Carrie: I thought that was a really good meeting. Overall it's been wonderful being on the board.
- Kate: I was just thinking about reading through all the reports that went out this month and how resilience is such a theme in co-ops.
- Pamela: I appreciate being able to be fully present and there was so much rich material, and I enjoy the sense of teamwork.
- Tina: I'm so impressed that the Nom Com came up with such a long list of people. It's strange looking at the screen without Norm or Rio, and seeing that we have no men.
- Sue: I'm thinking about the comment about the resiliency of co-ops, and how great it is to be in the co-op world and the stability that it provides.
- Zea: We're having a long anticipated board training coming up, which we've been planning for a while. It is happening.
- Sam: I'm looking forward to the retreat and CCMA because I love meeting in-person and networking.
- Kerry: I'm happy about the RFP that Sue and Norm are working on, and of course Tina put a lot of work into. As the person who has previously worked on GMT Compensation, it felt like shooting in the dark, and I'm glad it will be a different process moving forward.

8. General Session Adjourned 7:30pm