



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

September 22, 2020, 6pm | Videocall via ZOOM

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

Directors present: Kerry Rosenthal, Elizabeth Feinberg, Johanna Mirenda, Tina Barney, Zea Luce, Kye Cochran, Sarah Wood, Carrie Kocik, Sam Cronin (arrived late)

Directors absent: Cat Buxton, Debbie Diegoli, Rio Pires

GMT present: Sue Miller

Members present: none

Facilitator: Kerry Rosenthal

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:00pm. Called to order by Kerry Rosenthal.

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: The GMT Eval will be done this meeting. Due to Rio's absence and time constraints, G4 will be postponed to next month. Board Self-Evals will also be postponed to next month.
- Announcements: none
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally. In person, the board is able to socialize and connect before and after the meeting.

2. Meeting Minutes

- August Meeting Minutes
 - Change: name correction: Erbin Crowell
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Financials
 - It's great that store sales for July were better than Norm budgeted. Yesterday the store had an exciting \$12k day, which is what we used to do before Covid-19.
- Annual Meeting Update
 - Sue has sent the ballots in to be printed. It's later than usual, but it shouldn't be a problem. They'll be getting mailed out in the next few days. Sue has also set up on-line voting through Simply Voting, and that will be open to the membership from October 1st to 16th.
 - Sue has gathered a number of questions that members are likely to ask during the meeting, and shared her prepared responses with the board. These included questions about why the bathroom is closed to the public, the financial stability of the store, bringing back the use of reusable containers, and any possible changes to the store hours. The board requested that written answers to these questions be available to the membership and customers.

4. Policy Governance

- EL6 Budgeting & Financial Planning:
 - The Board reviewed and discussed the policy and monitoring.
 - Elizabeth asked if there was any concern about tenants vacating, given how important tenant income is to the co-op. Sue said the tenants are staying.

- Elizabeth asked about the PPP Loan and the Vermont Grant. The grant is just a grant and will not need to be paid back. The PPP Loan is still unknown, but it's likely we will have to pay little to none of it back.
- Jo acknowledged the partial compliance regarding the 3-year business plan, and said that partial compliance is completely understandable.
- **Approved by CONSENSUS**
- EL8 Communication & Counsel to the Board:
 - The Board reviewed and discussed the policy and monitoring.
 - Zea asked if the GMT feels like they still have time to be monitoring monthly. Sue said yes, with the note that the GMT will ask to postpone monitoring when needed.
- **Approved by CONSENSUS**

5. New Business for the Board

- Finalizing Officers
 - It seems clear that Cat is not ready to return as President, so Kerry will remain as President, but this will be her last year. Debbie will also stay on as Vice President.
 - The board discussed looking at officer roles again in the spring, to see if anyone wants to step into a role then.
- Winter Meeting Schedule
 - The board looked at the calendar and decided that the November and December meetings will each be pushed back by one week. They will be 12/1 and 12/29.
 - Tina asked about the November Retreat that had been on the schedule. The retreat is officially cancelled.

Regular Session adjourned.

Executive Session called to order.

- See Board-Only folder in Dropbox for notes from our executive session.

Executive Session adjourned.

Regular Session called to order.

6. Assignments

- G4: Rio
- M2: Kye
- E Ends: Jo
- EL&EL1: Elizabeth
- Kerry: remember to look into board self-evaluations
- Larissa: remind Kerry to check in with Darnell

7. Takeaways

- Kerry: I'm just glad to see everybody.
- Elizabeth: Thumbs up to everybody at the co-op in these hard times.
- Kye: I'm pretty concerned about customers knowing the answers to some of these questions that seem to get asked quite often.
- Carrie: I will be off maternity leave in November and hoping to jump back into things.
- Jo: The longer this pandemic goes on, the more we have to shift our balance.
- Sam: I feel grateful to Kerry for continuing to be a strong leader and staying in the President role.
- Zea: I do wish the GMT would take more advantage of the skills on the board.
- Tina: I would like to add the idea that some of having to do this virtually, without the casual meeting interactions, is adding to the stress between us and the GMT.
- Sarah: I've been surprised at the barrier that exists between the board and the staff.

8. General Session Adjourned 8:05pm