



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes
August 25th, 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, Rio Pires, Kye Cochran, Debbie Diegoli, Sam Cronin, Carrie Kocik

Directors absent: Cat Buxton, Sarah Wood

GMT present: Sue Miller, Norm McMullen

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: none
- 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

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

3. New Business from the GMT

- Financials
 - Despite a dismal fourth quarter, when the store closed to the public, the previous three quarters were strong and we still hit the \$4 million mark.
 - Sales are generally picking up, but the real test will be October, which is when we usually get a bump in sales.
- Store Update
 - Debbie brought up concerns she's heard around the decrease in staff, and the shelves being more bare than usual. Norm is pleased to be able to say that we didn't lay anybody off, and the staff that are still working have not lost any hours. The staff that we lost made the choice to leave, due to their concerns over the pandemic. As for staff seeming tired, who isn't tired given the state of the world?
 - Debbie asked about how to communicate with the membership about these concerns and the changes the store is making.
- Store Budget
 - Norm walked the board through the store budget, which is a very tentative budget based on a lot of guess work. The current store budget predicts that the co-op will only break even in the coming year, which would be a really good outcome.
 - Tina asked if the renters in the building are stable, or if they might leave.
 - Tina asked about what the store will do if the country/state goes back into lockdown. Sue said that she would hope to keep the store open, with fewer customers allowed into the store.

- Jo asked about the Paycheck Protection Program. Norm addressed the fact that the PPP is a loan, and we might have to pay some of it back. If the PPP is decided to be taxable, then we may have to pay income tax on it. There's a lot that just hasn't been decided about it.

4. Policy Governance

- G5 Board Code of Conduct:
 - The Board reviewed and discussed the policy.
 - Jo brought up the removal of gendered pronouns.
 - Jo asked about the monitoring of the Code of Conduct. It gets reviewed each November, after the Annual Meeting, allowing new members to review it.
 - Jo asked for a citation in last year's note about the board's approval of Cat's possible conflict.
 - Tina asked about making an inclusive statement for G5.2.2 that a vendor relationship is acceptable. She recommended to the last sentence of G5.2.2 "...or from functioning as a vendor to the co-op." This will be discussed and approved or dismissed at next month's meeting.
- **Approved by CONSENSUS**

5. New Business for the Board

- Harvest Celebration Check-in
 - The board settled on Sunday, October 18, 4-5:30pm.
 - Sue will connect with Erbin Crowell about online voting.
 - Tina asked about allowing write-in candidates. The co-op does not currently allow write-ins.
- Officers
 - Clerk: Elizabeth is happy to remain as Clerk.
 - Treasurer: Debbie is happy to remain as Treasurer.
 - Due to uncertainty over Cat's intentions with her role on the board, the decision of Vice President will be put off to next meeting.
- GMT Executive Committee
 - Kerry asked for someone to join the GMTEC. Elizabeth and Tina offered to join, so it will consist of Kerry, Debbie, Elizabeth, and Tina.

6. Assignments

- G4: Rio
- EL6: Elizabeth
- EL8: Zea
- Larissa: look into last year's discussion concerning Cat's possible conflict

7. Takeaways

- Elizabeth: Glad to see the budget and look ahead. Good work GMT!
- Carrie: The budget update is a little sobering but very informative.
- Kerry: It was good to see everybody. I really appreciated everyone's thoughtful comments and questions.
- Tina: Glad to hear Larissa's been working on inventory.
- Zea: I really appreciated Jo's leadership and enthusiasm when monitoring policy.
- Rio: Well structured plans given by Norm. Hope it comes to fruition!
- Jo: Echoing the successful budgeting process, I feel like it's another area where our GMT is ahead of the curve.
- Kye: I'm glad in these troubled times to have Norm and Sue at the helm.
- Sam: The GMT and the Board are good at staying in the present but also planning for the future.
- Sue: I just want to express gratitude to the board, you make our job so much easier.

8. General Session Adjourned 8:00pm