



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

October 24th, 2023, 6pm | Hybrid

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

Directors present: Tina Barney, Kate Rohdenburg, Chris Sneddon, Kerry Rosenthal, Zea Luce, Sam Sukumar, Pamela Perkins, Rio Pires, Max Wunderlich

Directors absent: none

GM present: Darrion Whalen

Members present: None

Others present: None

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

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

1. Agenda & Announcements

- Check-ins and Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: none
- Announcements: The member drive has started. Please sit for an hour this week and encourage members to update their contact info!

2. Meeting Minutes

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

3. New Business from the GM

- Sales
 - Darrion clarified that the sales numbers are for September. Sales have been up in the first quarter of the fiscal year, which are historically hard months.
- Staff
 - We've hired a few more people, in the deli, front end, and a generalist. We're trying to have a flexible staff to help with coverage when staff calls out or takes time off.
 - The board asked about the bookkeeping job. There was one great interview that did not pan out. But there have just been two more applications.
- Barb's Retirement
 - We had a farewell party to celebrate Barb's last day. Darrion and Adam are both taking over Barb's tasks, and Adam is training some of the other staff members to fill in tasks that Barb did.
- Hot Soup in the Deli
 - Hot soup is back in the deli! There's lots of excitement about this. We're working out the kinks for that, but it's a good change.
- Classroom Rentals
 - Darrion has been getting lots of interest in renting out the classroom. It seems to be word of mouth, since we haven't advertised it at all.
- Volunteer Activity
 - Birdie has been spear-heading some volunteer activity, especially minor building improvements.
- Post-Annual Meeting Check-in

- Overall it was a great event.
- People mentioned to Darrion that in previous years there has been a lot more financial and operating information. It was agreed that it would be good to have the Annual Report printed and available at the meeting.
- Advertising: People commented that they didn't know it was happening. Next year we'll put out a sandwich board the week before to get attention.
- The goodie bags were great!
- Annual Meeting Official Business:
 - We did not have a quorum at the Annual Meeting Potluck, so the board is approving the official business now.
 - All candidates were elected to the board.
 - Officers' Slate: Tina will be President, Sam will be Vice President, Kerry will be treasurer, and Zea will be Clerk.

4. Policy Governance

- EL5 Financial Condition
 - Chris led the discussion of the policy and the monitoring. There was a thorough discussion since this was Darrion's first monitoring of a policy on his own.
 - There was some question about EL5.7.2 and the word "maximize". Max suggested more explicit parameters, such as how much is maintained as a reserve of cash. The board agreed that next year they will ask Darrion to suggest a new wording proposal for EL5.7.2
 - Chris asked about the 3 year audit. Tina said that Norm's previous response was that we're too small to get an audit. The board was in favor of doing an audit as part of the change in management. Tina suggested Darrion ask Norm about his previous research into getting an audit done.
 - **Approved by CONSENSUS**
- EL9 Executive Succession
 - Kerry led the discussion of the policy and the monitoring.
 - Darrion has only been here for 3 months, so some of this policy is partial- or non-compliance. There has not historically been a plan for someone not already in a GM role to step up in the case of an emergency. The board approved Darrion's plans to reach compliance.
 - Kate feels that we should be mentoring staff to take on leadership roles. But we have a small staff and can't have a staff person who's capable of being the GM but isn't the GM. That's not a reasonable expectation.
 - Darrion is thinking about hiring an Operations Supervisor, with the monetary opening from Barb's departure.
 - Rio pointed out that EL9.5 requires that the person who is next in charge to attend at least one board meeting per year. It was agreed that Norm is currently that person, but at the time that he leaves and that person becomes Sunshine, the board would like her to attend a meeting.
 - **Approved by CONSENSUS**
- G2 Board Job Description
 - Tina led the discussion of the policy.
 - Tina pointed out that we could still recruit someone to appoint to the board. The board should be working on recruitment throughout the year. A discussion was had on how to get people involved with the co-op in a way that would lead to join the board. A number of current board members started as member-workers.
 - **Approved by CONSENSUS**
- M2 Accountability of the GM
 - Kate led the discussion of the policy.
 - Rio feels that the 360 review should return to 3 years, instead of 5 years. People change, and it's important to capture data before they leave. The board decided that 5 years is simply a minimum and the policy doesn't need to be changed. But we intend to do a 360 review in Darrion's second year as the GM.

- Kate brought up that Sue and Norm turned down a professional development plan, but the policy says that the board should participate in a professional development plan, which she interprets as the board gets a say in what professional development the GM needs. The board has decided to check-in with Darrion to get a list of the professional development steps he's taken thus far.
- **Approved by CONSENSUS**

5. New Business for the Board

- Report from CBLD 101
 - Max attended the virtual CBLD 101 on Saturday, October 21st. Darrion was there as well. It covered duties of board members and policy governance, the grocery industry in general, and financial statements. It was very broad and not very deep.
 - Tina asked if Max feels comfortable with financial information, and Max said that he has an MBA and out of all the information he felt most comfortable with that.
- Board Photo
 - The board photo was taken!
- Check-ins
 - Newsletter: Pamela and Chris will submit newsletter articles

6. Assignments

- EL7: Zea
- G5: Rio
- E&O Committee will meet
- Everyone: sit at the member drive table

7. General Session Adjourned 7:55pm