



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes
January 4th, 2022, 6pm | Videocall via Zoom
193 North Main Street | White River Junction, VT 05001+

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

Directors absent: Sam Cronin

GMT present: Sue Miller, Norm McMullen

Members present: none

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:04pm. Called to order by Tina Barney.

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: Review of a proposed change to the Code of Conduct was added.
- 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

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

3. New Business from the GMT

- Capital Projects
 - Tomorrow morning Vermont Life Safety will be at the store to replace the 50 year old sprinkler heads in the building.
 - We're getting a new phone system soon, and we've started talking about getting LED lighting in the store.
- Education for the Board
 - Sue submitted a list of topics to discuss with the board regarding grocery business, co-op history, and more. Sue asked for feedback about the list. What are people interested in?
- Supply Chain Issues
 - UNFI, one of our largest suppliers, is experiencing an intense outbreak of Covid amongst their staff. So we will likely experience a difficulty in deliveries.

4. Policy Governance

- EL4 Membership:
 - Debbie led the discussion of the policy and monitoring.
 - Kate asked about member involvement in the co-op. Are we still thinking that we'll return to how we operated before Covid? Sue said that we're thinking about bringing member-workers back, but the store will not look like it did before Covid. We're looking for new ways to involve and engage members. Cat pointed out that the store has become more active online to engage customers and members.

- Cat asked that the policy be reported as some sections non-compliant, with the pandemic listed as the cause, as opposed to reporting compliance. She felt that there's nothing wrong with non-compliance with a legitimate cause.
- Discussion was had about the effectiveness of member drives. Previous active member drives, where a board member sits at the table, have not always garnered large numbers of new members. The most recent member drive was passive, with a raffle used to draw people to the table.
- Zea asked if the co-op could re-share partner education events on social media, since the event bulletin board is still out of commission.
- **Approved by CONSENSUS (with reporting change suggested by Cat)**
- G3 Agenda Planning:
 - Cat led the review and discussion of the policy.
 - **Approved by CONSENSUS**
- M3 Delegation to the GM:
 - Zea led the review and discussion of the policy.
 - Tina asked if there's a policy that references the monthly check-in meetings between the Board President and the GMT, and if not, should it be added to policy? The board agreed that it could stay as a casual interaction not codified in policy.
 - **Approved by CONSENSUS**

5. New Business for the Board

- Dropbox Tour
 - Larissa has reorganized the dropbox folders. She led a brief tour of the files so the board is comfortable finding documents.
- Darnell Adams Training Retreat
 - Due to the recent surge in Covid, the board agreed that the in-person retreat with Darnell Adams should be postponed.
 - Since that time has been set aside, Tina asked if the board wanted to do a different (virtual) training in that time slot. The board decided not to use that time.
 - Sue asked the Board to take note of March 26th, the Annual Meeting for NFCA.
- Policy Change Proposal (G1)
 - The board reviewed the wording proposed at the last meeting.
 - **Approved by CONSENSUS**
- Financial Ration Reference Sheet Proposal
 - Tina shared her Financial Ratio Reference sheet. The board thanked her for creating this sheet.
- Code of Conduct Change Proposal
 - Cat shared her proposed change of wording to the Code of Conduct, regarding conflicts of interest and alternate relationships with the co-op. She pointed out a possible vagueness of the word "association" and asked for the board's feedback. The board had a discussion about the purpose of this section and how to best word it.
 - Larissa proposed the wording: "... understand these relations do not influence your role on the board."
 - The board agreed to continue this discussion next month. Pamela agreed to think over the wording and propose a new wording next month.
- Board Roster
 - Cat shared the current board roster and committee list. She asked for everyone to check that their information is up to date, and to consider if they want to join the Nominating Committee.

6. Assignments

- EL2: Carrie
- M&M1: Sam
- Cat/Sue: Change reporting of EL4 to non-compliance
- Cat/Pamela: create wording proposal for Code of Conduct

7. Takeaways

- Tina: Thank you for your patience tonight.
- Kate: Tina's doing a great job facilitating. I'm also impressed by the efficiency and organization of the board.
- Kerry: I've been present and listening, despite my back. I also appreciate Tina's facilitation and I'm glad I was able to be here.
- Zea: Thank you to Larissa for organizing the dropbox and showing that to us.
- Debbie: I appreciate the board calendar, and I want to say there was a great amount of participation from a lot of people.
- Elizabeth: I am sad that we won't be meeting with Darnell, but also relieved.
- Rio: My takeaway is Larissa's good job with dropbox and the write-ups. Despite this peak, there is a light at the end of the tunnel.
- Carrie: I'll also give props to Larissa. I'm also excited about Sue's list of training topics.
- Pamela: I find having the calendar and the reorganization of the dropbox to be really helpful, especially as a new member.
- Sue: I'm continually appreciative of all your efforts on behalf of the co-op.
- Norm: Great meeting. It's good to get back together again.
- Cat: You're all fabulous, I love our co-op. I'm so glad things are bouncing back.

8. General Session Adjourned 8:05pm