



# APPROVED MINUTES

**Upper Valley Food Co-op | Board of Directors Minutes**  
**October 25th, 2022, 6pm | In the Classroom**  
193 North Main Street | White River Junction, VT 05001+

**Directors present:** Tina Barney, Kate Rohdenburg, Sam Cronin, Zea Luce, Rio Pires, Kerry Rosenthal, Debbie Diegoli (zoom), Pamela Perkins (zoom)

**Directors absent:**

**GMT present:** Norm McMullen

**Members present:** Thomas Pryzby

**Facilitator:** Tina Barney

**Recorder:** Larissa Sharff

## PROCEEDINGS

Open meeting begins at 6:05pm. Called to order by Tina Barney.

### 1. Agenda & Announcements

- Reading of the Ends
- Board Emails: Thomas asked to attend tonight's meeting. Abraham Oort submitted an application to be appointed for a one-year term.
- Member Comments: none
- Agenda Amendment: none
- Announcements: none
- Board Connection: Tina asked if the board would like to gather 10 minutes early next month to do a check-in, and the board unanimously agreed.

### 2. Meeting Minutes

- September Meeting Minutes (Thanks to Zea for taking the minutes!)
  - Change: none
  - **Approved by CONSENSUS**

### 3. New Business from the GMT

- Sue's Vacation
  - Sue took a week off to see friends. She just got back today, so she won't be attending tonight.
- Financials
  - June, July, and August have been doing very well!
  - Tina asked about the "receivables" line item, and Norm said those are mostly coupons and then the Waldorf School, which has an open account with us. They charge continuously and pay all at once.
- Annual Meeting
  - The Annual Meeting went well. It was a beautiful day and the vendors out front drew people to the event. Cleaned out the soup, ate half the cake. It was a whole lot simpler than the big potluck we've done in past years.
  - Kerry took minutes and will send them to Larissa.
- Staffing
  - Just last month Norm was bragging about being well-staffed. We now have three major openings in HBC, Grocery, and the Front End.
  - Kate asked about how the co-op goes about looking for employees. The website and social media, mostly. We've tried the listservs. Zea said she would email some places to try, and Thomas recommended Front Porch Forum.

#### 4. Policy Governance

- EL9 Executive Succession
  - Debbie led the discussion of the policy and monitoring.
  - Kate asked if there's anyone outside of the GMT that is considered when making plans for the succession of the General Manager(s). Norm said yes, especially as Norm and Sue are both within retirement age.
  - Norm commented that before he and Sue became the GMT, there were five General Managers in the time that he worked here. The co-op struggled to keep a General Manager. When it's time for Sue or Norm (or both) to retire, what would the board want going forward? Would the board want to keep it as a team or reduce it back to a single position?
  - Tina asked if Norm and Sue have thought about hiring an Assistant General Manager that can be trained to step up. She asked if Norm and Sue could suggest methods for dealing with a transition.
  - Zea said this should be scheduled for a future meeting. Kate asked if this is a conversation for the pre-board meeting or the full board meeting. Norm wasn't sure.
  - **Accepted by CONSENSUS**
- G2 Board Job Description
  - Sam led the discussion of the policy.
  - **Approved by CONSENSUS**
- M2 Accountability of the General Manager
  - Kerry led the discussion of the policy.
  - Kerry and Tina asked if Sue or Norm feel the need for a formal professional development plan. Norm said they both seek our professional development opportunities, and don't feel the need for a formal plan. Norm's recollection is that M2.3.2 was created when a previous General Manager didn't have certain necessary experience, and added this subsection to counter that.
  - M2.3.3: We will be due for a 360 review at next year's GMT Evaluation. Kerry spoke on her experience doing the 360 review in 2017, interviewing various staff members and written surveys that a few people returned. Norm pointed out that, because the board is limited by policy in how they interact with staff, this policy is a very important link between the board and the staff. Zea pointed out that there are people beyond staff to talk to, such as tenants and individuals from other organizations that interact with the GMT.
  - Tina asked that this policy be scheduled in the Spring or early Summer so it's reviewed leading up to the evaluation instead of right after it.
  - Kate asked if a committee or working group needs to be formed, and what the time commitment will be. Debbie said the GMT Evaluation Committee comes up with the questions and does the interviews. Kerry said maybe six people. Zea offered doing written-only, to reduce time, but Tina and Kerry felt the quality of information would go down.
  - **Approved by CONSENSUS**

#### 5. New Business for the Board

- New Director Handbook
  - Kate combined her handbook outline with the welcome letter that Larissa found in dropbox. It's a google doc where board members can comment. Please review it and make comments.
  - Kate asked to include a pic and bio of each board member, as well as a list of all staff in the store.
- Board Trainings and Social Activities
  - Tina asked if the board would like to include Sue, Norm, and Larissa. Tina suggested that the board prioritize getting board members together in terms of scheduling. For the future, she suggested inviting folks from other co-ops and organizations.

- Tina suggested VINS, King Arthur Baking Classes, Hartland Community Oven, or the HCCS cooking classes. Other suggestions included Willing Hands and Billings Farms. Sam suggested meeting in the UVFC Classroom and hanging out.
- Tina will send an email follow-up.
- Nominating Committee - Recruitment for One-year Term
  - Sam said Chris isn't sure he could commit to a full year.
  - Abraham Oort has submitted his application. The board discussed the procedure for appointment. Tina will forward the application to the board and invite him to the November meeting, after which the board will vote whether or not to appoint him.
- Check-ins
  - Newsletter: Sam offered to submit something.
  - Living Wage Ad Hoc Committee: Still needs to meet.

## **6. Assignments**

- Larissa: Change board email forwarding from Elizabeth to Zea
- Larissa: Check links in New Director Handbook
- Kerry: Type up Annual Meeting Minutes
- EL7: Tina
- G5: Rio
- Sam: Newsletter

## **7. General Session Adjourned 7:45pm**