



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

September 26th, 2023, 6pm | Hybrid

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

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

Directors absent:

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

- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: Pamela is monitoring G4, not Sam
- Announcements: none

2. Meeting Minutes

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

3. New Business from the GM

- Sales
 - Sales in August were super strong, with almost 4% sales above last year. September sales are about \$11k above last year.
- Staff
 - We've hired two new people, including a floater position, so they can cover in various parts of the store.
- Classroom Space
 - We've had some rentals of the classroom, which seems to be going well.
- GM Training
 - Darrion attended the NCG conference for GMs. It was three days crammed with workshops and conferences. He was interested to see the wide variety of stores that are co-ops, with different styles and product-focus.
- Inventory
 - Inventory counting happens tomorrow.
- Settling in
 - Kate asked about the Meet and Greet, and Darrion said that it wasn't too busy but it was nice to talk with the people who stopped.
 - He's made some small changes on the store that have had a big impact. He moved the reduced product shelf out of the hallway between the store and the receiving room, which really opened up that high traffic hallway.

4. Policy Governance

- G4
 - Pamela led the discussion of the policy.
 - **Approved by CONSENSUS**
 - Pamela pointed out an incorrect word in the policy. Assure should be ensure.
 - Zea asked if the board feels comfortable with the term limits, and everyone agreed that they do.

5. New Business for the Board

- Annual Meeting Check-in
 - Larissa gave an update on the Annual Meeting Potluck. Darrion got us a bunch of fun grocery products to go in the goodie bags. We booked Sandiland and Vincent to play music. Given the prediction for good weather, we're excited that we'll be outside under the tent. Larissa or Sam will count the ballots on Sunday before the meeting.
- RFP Discussion
 - Tina outline the RFP process for Darrion. There won't be an RFP for this year, since Darrion was just hired, but Tina wanted to discuss the process before next year. It was agreed that the RFP will be discussed again in the spring.
 - Chris asked about contingent pay, of reaching certain goals. Tina said that it would be up to Darrion if he wanted to include something like that in his proposal.
- Board Self-Evaluation Results Discussion
 - We set up the room differently tonight, as a result of the responses from the Self-evaluation about struggles with the hybrid meeting style. Pamela said that the clarity was better. Tina encouraged those on zoom to let us know if they can't understand what's being said.
 - There were some responses that weren't fond of policy governance and the length of meetings. Tina shared ideas from other co-ops. Some boards have a quarterly retreat and do all their policies in one sitting, and then use their monthly meetings for other discussions. Kerry felt that the policy governance doesn't take up much time, and there wouldn't be much benefit to removing it from the monthly meetings.
 - Tina tried to come up with ways to make the meetings more fun, like having a board book club, or encouraging board members to share articles that they think are interesting. Kate suggested having some kind of google drive folder for sharing articles and having conversation. Tina also had the idea to have information sharing before each meeting. Kerry would rather bring back the check-in time and make that space for board members to connect. Kate pointed out that if the board engaged with First Friday, then it would allow board members to connect with each other as well as the membership.
 - There was a discussion about a comment in the responses about the board not being connected to the staff and maybe the board should know how the staff is feeling about the GM. The board discussed its role when it comes to interacting with staff and agreed that staff should be directed to talk to the GM.
- Discussion of Officers' Duties
 - Tina is continuing her role as board President.
 - Sam will continue to be Vice President, but can't continue on all of the committees that she's on.
 - Kerry agreed to be Treasurer.
 - Zea will continue as Clerk.
- Living Wage Report
 - Tina submitted a report from the Living Wage Committee. Darrion knows that the board is researching living wage in Vermont and he supports trying to push up our pay scale.
 - Sam needs to leave the committee, so someone else will need to take her spot as the second board member. Chris is interested.
 - Going forward, the committee will meet with Darrion to discuss how best to enact changes, such as putting living wage expectations in board policy.

- Rio asked about the federal holidays that are not paid to employees. Tina said that is an operations decision, but benefits and holiday pay could come into the discussion between the living wage committee and Darrion.
- Holiday Schedule
 - The holiday meeting schedule will be November 28th, January 2nd, January 30th.
- Check-ins
 - Newsletter: Chris will try to submit a piece.

6. Assignments

- EL5 Financial Condition: Chris
- EL9 Executive Succession: Kerry
- G2 Board Job Description: Tina
- M2 Accountability of GM: Kate
- E&O Committee will meet
- Everyone: Attend the Annual Meeting!
- Everyone: keep an eye out for an email about the October member drive

7. General Session Adjourned 7:55pm