



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

December 1, 2020, 6pm | Videocall via ZOOM

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

Directors present: Kerry Rosenthal, Cat Buxton, Debbie Diegoli, Zea Luce, Carrie Kocik, Johanna Mirenda, Sam Cronin, Rio Pires, Tina Barney, Kye Cochran, Elizabeth Feinberg

Directors absent:

GMT present: Sue Miller, Norm McMullen

Members present:

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: E&O Update is removed from the Agenda.
- 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

- October Meeting Minutes
 - Change: typos
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Financials
 - There's still a lot of confusion about the taxability of the support money we've received in grants and loans, which is frustrating. But we were able to give out \$42,400 in hazard pay to many of the staff last week, through the Hazard Pay Grant from the State of Vermont. The board asked if Sue and Norm qualified for that hazard pay, and they did not.
 - October was a good month. We had enough revenue to squeak out a net profit.
 - The board wanted to recognize all the extra work Norm has put in, given the complications of financially navigating this pandemic.
- Staff Meeting
 - Sue and Norm organized a series of staff meetings, with just a few people to allow in-person distanced discussion. It was worked well and they'll try to do it again in the future.
 - The managers are really working hard to promote their departments via social media. Sunshine and Lynne have taken on the task of helping the other managers post photos and blurbs. Sunshine accidentally posted a live video, which turned out to be a big success.

4. Policy Governance

- G3 Agenda Planning:
 - The Board reviewed and discussed the policy.
 - **Approved by CONSENSUS**

- M4 Monitoring GM Performance:
 - The Board reviewed and discussed the policy.
 - **Approved by CONSENSUS**
- EL5 Financial Condition:
 - The Board reviewed and discussed the policy and monitoring.
 - Given the pandemic, the non-compliance of EL5.5 is entirely acceptable.
 - **Approved by CONSENSUS**
- EL&EL1 Global and Customer Service:
 - The Board reviewed and discussed the policy and monitoring.
 - The Board asked about the Product Buying Guidelines being available for customers.
 - Cat questioned the compliance of EL1.10 given that our programs have stopped, our library is closed, and the bulletin board has been emptied. She questioned if social media reaches enough of the members. Sue shared that many of the older members do use social media, and she's working on setting up video workshops. The board accepted compliance.
 - **Approved by CONSENSUS**

5. New Business for the Board

- E&O Note from Cat
 - Cat shared all the Soil Series videos with the board.
- Newsletter
 - Sue and Larissa have started sending out newsletters again. Larissa has set up templates for Sue to send out newsletters. Sue is also connecting with managers about sharing sales. Sue is working with a friend on marketing strategies to tell the story of the Upper Valley Food Co-op. One thing that came up was the idea of sharing with the membership why we choose the products we do. Sue will start sending out "Did you know?" emails to educate customers about why we work with certain companies, vendors, etc. She wants to make use of quick blurbs instead of just focusing on long newsletters.
 - Cat suggested that the newsletter share the story of Jack Lazor, co-founder of Butterworks Farm, who died a few days ago.
 - Tina suggested that videos include things like Lynne showing off the tools she uses to cut the big blocks of cheese.
- Code of Conduct Review
 - There are no new board members, so no one needs to sign the Code of Conduct.
 - Larissa recommended moving G5 Board Member's Code of Conduct to November, so that it is monitored at the same time as the Code of Conduct review. She will present options for rearranging the policy monitoring at next month's calendar discussion.
- G5 Revision Proposal
 - Jo made the changes discussion during the policy monitoring. It was decided that Cat's consultation also counts as a vendor position, and therefore this change negates the possible conflict of interest.
 - **Approved by CONSENSUS**
- Board Goals
 - Kerry talked to Norm about doing a Financials 101 at the next board meeting.
 - The board is still planning on watching webinars, as discussed at the last meeting. It was decided that board members would find a way to have a discussion after watching these webinars, separate from a board meeting. Since the board didn't have either of the planned retreats this year, the time is there for the board to gather and discuss. Cat, Debbie, and Jo will organize a mini-retreat.

6. Assignments

- G2: Carrie
- M3: Zea
- EL9: Sam
- EL7: Tina

- Cat, Debbie, Jo: organize virtual mini-retreat
- Sue: update Buying Guidelines with organic description
- Larissa: update G5 with revision
- Cat, Kye: Newsletter piece on Jack Lazor

7. Takeaways

- Cat: I'm so impressed with our finances. Our membership, our co-op, our GMT.
- Jo: I appreciate the proactive work of the GMT to find that money, and the State of Vermont to make that money available.
- Elizabeth: In my hanging out on facebook, people are always talking about trying to buy in bulk, and I'm reminded of how much I appreciate the co-op.
- Zea: We had a lot to get through this meeting and I appreciate how prepared everyone was and how organized we were.
- Sam: We had a lot to get through and the meeting flowed nicely.
- Debbie: I'm glad we've created a framework for our mini-retreat.
- Carrie: This was a super productive meeting. I can't believe the last time we were together was February.
- Rio: I join in acknowledging the GMT for the great work I witness day-to-day.
- Tina: When Norm put out the budget and he was so cautious, I'm amazed at how accurate his budget has turned out to be. It's also great to see the behind the scenes of the co-op.
- Sue: I want to give a shout out to the staff. The board is great, but I am so grateful to the staff.
- Kye: I've been doing some substitution work at the co-op, and everytime I go in I'm so grateful to have this co-op. Our GMT is unbelievable.
- Kerry: I'm really excited about our mini-retreat. I was excited about the retreats that never happened, so I'm looking forward to this.

8. General Session Adjourned 8:05pm