



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

November 29th, 2022, 6pm | on Zoom

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

Directors present: Tina Barney, Kate Rohdenburg, Zea Luce, Kerry Rosenthal, Debbie Diegoli, Pamela Perkins

Directors absent: Sam Cronin, Rio Pires

GMT present: Norm McMullen

Members present: Abraham Oort, Chris Sneddon

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 and Introductions for Prospective Members
- Board Emails:
- Member Comments: none
- Agenda Amendment: due to Rio's absence, Debbie will lead the monitoring of G5
- Announcements: none
- Board Connection: Board did introductions to welcome the prospective members

2. Meeting Minutes

- October Meeting Minutes
 - Change: The minutes said that no one on the board had been around when someone was appointed to the board, which is untrue. Lydia Carr was appointed just a few years ago, which Debbie and others were present for. This sentence will be removed from the minutes.
- **Approved by CONSENSUS**

3. New Business from the GMT

- Financials
 - The numbers aren't what we would like, though it's important to remember that the first quarter of the fiscal year is always our weakest. So hopefully this is just keeping with that trend, and the numbers will pick up.
 - Our Thanksgiving week sales were great, including out two-day flash sale after Thanksgiving.
- Store Maintenance
 - We've had some unexpected maintenance costs. Currently, the walk-in cooler in the produce department is being replaced, which we've been planning to do for awhile.

4. Policy Governance

- EL7 Asset Protection
 - Tina led the discussion of the policy and monitoring.
 - **Accepted by CONSENSUS**
- G5 Code of Conduct
 - Debbie led the discussion of the policy.
 - **Approved by CONSENSUS**

5. New Business for the Board

- Code of Conduct

- This was reviewed along with G5 Code of Conduct.

- Board Goals for 2023

- The board reviewed previous goals.
- Debbie brought up the Ad Hoc Living Wage Committee as a kind of goal.
- Kate brought up the goal of finding ways for the board to gather and connect.
- Zea suggested the Management Continuation Plan as a goal.
- Zea also noted that our new board member improved orientation isn't done.
- Another continuation goal: making recruitment a year-around goal.

- Winter Meetings

- Tina asked if people would be interested in planning to have December and January meetings on zoom, or if we want to decide before each meeting.
- Kerry feels strongly that she doesn't want to commit to meeting by zoom.
- Tina suggested setting up optional in-person social gatherings an alternative to meeting in-person.
- The board was divided on preferences for in-person or zoom. Debbie and Pamela both will have to attend via zoom no matter the choice.
- The decided to choose meeting style before each meeting. Board members were asked to give their attendance preference on the Monday before the meeting.

- Board Trainings and Social Activities

- Kerry suggested just getting together for a meal, something purely social. Debbie suggested using the budget for meeting meals to get takeout. Norm said putting on the board budget is fine.
- Larissa will send out a doodle poll to pick a February date.

- Check-ins

- Newsletter: Debbie said she would try to write something on hydroponics and Real Organic.
- Living Wage Ad Hoc Committee: They met this past month. They are still looking at some of the language used within the living wage discussion. There was a discussion on looking at adding a focus on employees in the policy governance. For example, there is no mention of our employees in the Ends Policy. There was also the suggestion of looking at grants to apply for.

- Prospective Candidates

- After asking the prospective appointee candidates to leave the meeting, the board discussed their applications. The present board members unanimously approved appointing both candidates to the board for a one-year term.

6. Assignments

- EL4: Zea
- G3: Rio
- M3: Kate
- Newsletter: Debbie
- Tina: Charter
- Kate: will set up an orientation session with Chris and Bram

7. General Session Adjourned 7:45pm