



# APPROVED MINUTES

## Upper Valley Food Co-op | Board of Directors Minutes

### April 25th, 2023, 6pm | Hybrid

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

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

**Directors absent:** none

**GMT present:** Sue Miller, Norm McMullen

**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: none
- Announcements: none

### 2. Meeting Minutes

- March Meeting Minutes
  - Change: two typos
  - **Approved by CONSENSUS**

### 3. New Business from the GMT

- Financials
  - February is a short month and the sales are always low.
  - Sue pointed out that we had weather in February and March that impacted sales. We stayed open for most snow days, but no one came in.
  - The upward pressure of staff wages is also affecting the numbers.
- Member Drive
  - We're in the middle of a member drive, along with a customer survey. Larissa encouraged board members to stop by and sit behind the table for even just half an hour.
  - Chris pointed out that we should have a welcome back event for people who are not paid up in their membership.
- Sew-op
  - Sally and Birdie did a vacation class for kids. We got great feedback from parents.
- Staff Meetings
  - Sue described the discussions during staff meetings. In March there was talk of efficiency within the departments, with a highlight on communication. Next month she'll focus on what is a co-op and why do we emphasize our co-operative business model.

### 4. Policy Governance

- EL6 Budgeting and Financial Planning
  - Zea led the discussion of the policy and monitoring.
  - Kate asked about the shift from 7% increase to 4% increase in the budget over the past few years, and how does Norm make the budget for the coming year? Norm

said that he uses the current numbers to try to predict numbers going forward. Kate asked about the reflection of our numbers versus a broader trend. Sue agreed that these slowing sales and smaller margins are a trend in the co-op world.

• **Approved by CONSENSUS**

• G8 Neighboring Co-ops

- Chris led the discussion of the policy.
- Tina has met and corresponded with the president of the HCCS board, as well as the presidents of other local co-op boards, in regards to the GM Search Committee.
- Chris pointed out that the intent of the policy is for us to connect to other co-ops, even though the GMT uses NFCA to connect with other co-ops. He wondered if other co-op boards are focused on JEDI (Justice, Equity, Diversity, and Inclusion).

• **Approved by CONSENSUS**

**5. New Business for the Board**

• Finance Committee - Budget

- Debbie, Kerry, and Rio met last week. There are a few questions for the board before finalizing the budget. There are few yearly unknowns, such as how much CCMA is going to cost or Columinate.
- Debbie asked about Melanie Reid. Norm said that yes, the cost of Melanie's consulting for the GM Search Committee will be under the umbrella of the board, but it won't need to be in the budget for next year.
- Debbie asked who thinks they will attend CCMA next year, which is taking place either in Burlington, VT, or Portland, ME. The board agreed that the budget for CCMA will be about \$6500.
- Debbie asked the board's opinion on a retreat this year. Zea pointed out that the two current GM candidates haven't worked with a board before, and it would be good to do a get-to-know-us retreat with the board and new GM. It could be facilitated by a local person to help everyone connect. The board approved that idea.

• Finance Committee - CFNE Investment Proposal Response

- The finance committee is recommending that the co-op not invest in CFNE at this time. The reasons are spelled out in the Finance Committee meeting minutes.
- Chris would like to see other ways that staff could benefit from cash reserves.
- Kerry points out that investing money we can't afford to lose feels a little dicey. The interest rate is so high that a CD at the bank gets you 4% interest. That said, she likes the idea of furthering the co-operative model by investing in CFNE. But she still worries about whether this is a good time to risk the money.
- Norm agreed that everyone is raising good concerns. He wanted to get this idea on the board's radar, but he's fine with waiting and reconsidering it again later. Zea suggested we wait at least a year before bringing this up to the new GM.
- The board has agreed to reconsider the CFNE investment in the future.

• Nominating Committee Check-in

- Sam, Kate, and Pamela met Sunday. They would like a table at May First Friday. They also want to reach out to members on social media and in the store. The committee requests that board members look at their calendars to see if the board could have a presence at every First Friday. They are also asking board members to write a blurb about what they enjoy about being on the board.
- Pamela has had a number of promising conversations with people who are too far away.
- Larissa has a list of members who have indicated interest in running for the board.

• GM Search Committee Check-in

- The committee continues to meet weekly. There are two finalist candidates, out of seventeen applicants who did not all finish the process. Some of them also thought they were applying to HCCS or that our co-ops are combined.
- There are two meet-the-candidate events, which Sue and Norm are planning to attend, at the invitation of the board. These are on April 29th and May 13th. Tina sent out a summary of each candidate for the board to reference. Norm passed along that

Lynne will facilitate the tour. He also shared that our coverage is light on Saturdays in general, and we have people out on April 29th. So please be mindful of that. There will also be an informal meal afterwards for the board to connect with the candidates.

- Tina pointed out that it's possible to get sued after the hiring purpose, if someone feels that the process was not done in a fair manner. The GM Search Committee is working hard to make sure that the process is being done in a fair manner. Melanie has been heavily involved in the process to help with this.
- The two current candidates have met the various requirements set before the application process opened. They are both living in the area and are aware of the salary range. None of the applicants have worked within the co-op world, including these two candidates.
- It was decided that Norm will be part of the store tour, and will not be present during the employee meeting with each candidate. That way staff will feel comfortable speaking in front of the candidates.
- The board discussed when to gather to decide which candidate will be given the offer of General Manager. Tentatively Tuesday, May 16th at 6pm, on zoom.
- Newsletter Check-in
  - GM Search Committee will give an update. Nom Com will also have something to include.

## **6. Assignments**

- EL8: Kate
- G7: Debbie
- All: write a blurb for Nom Com
- All: Sit behind the table for the Member Drive

## **7. General Session Adjourned 7:35pm**