



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

March 25th, 2025, 6pm | Hybrid

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

Directors present: Kate Rohdenburg, Rio Pires, Kat Flynn, Sam Sukumar, Pamela Perkins, Tina Barney, Kerry Rosenthal, Zea Luce

Directors absent: Chris Sneddon, Laura di Piazza

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

- Check-ins and Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: none
- Announcements: none

2. Meeting Minutes

- February Meeting Minutes
 - Change: Zea should be on the in-attendance list
 - **Approved by CONSENSUS**

3. New Business from the GM

- Case Items now available
 - We are starting to offer case items in the store, such as beans, peanut butter, etc. These have a 10% discount, so it helps us offer a better deal to our customers.
 - Once Mike, our Grocery Manager, returns we will finalize where in the store those products will be shelved.
- Financials
 - Tina asked about the Deferred Patronage Dividends, which had gone down
 - Credit Card fees are \$6500 over the year, which shocked the Board. Darrion has thought about how to convey to our customer base that it makes a difference to pay in cash.
 - Kerry likes the idea of passing the fee of paying with a card onto the customer.
 - Kate brought up the idea of sharing financial information with members, including which expenses we have control over and which ones we don't. Tina suggested including that information in the Annual Report.
- Staff Health Insurance
 - Kerry asked about the decision regarding health insurance and encouraging staff to use Vermont Health Connect instead of through the Co-op. But not all staff was on board with this idea.
- Staff Survey
 - Zea asked about the staff survey. The results will be passed along to the Board, and then it will have to be decided what to do with that information.

4. Policy Governance

- EL4 Membership

- Kerry led the discussion of the policy and review of the monitoring.
- Discussion was had about membership drives and if we need to have one soon. Zea felt that a membership drives needs to be more than just a table for a few days.
- Kerry commented that we used to have a lot of events before the pandemic, and she doesn't feel like she's advocating for it to come back. But that is the model that this policy was written on; a lot of member engagement and participation.
- Discussion moved to asking what does it mean to be a member? How is that different than just being a shopper? Sam felt that the community aspect should be the most important part of being a member. The board talked about tying the co-op mission to the larger issues affecting our democracy right now.
- Kate noted that many co-ops are moving away from discounts and toward patronage refunds. But HCCS is moving the opposite direction.
- Sam talked about getting into the digital age and suggested having a screen in the store with things like the Cooperative Principles.
- **Approved by CONSENSUS.**

- EL10 Cooperative Economy

- Pamela had technical difficulties, so Tina read her notes on the policy and monitoring.
- Kate noted that Darrion is making some great cooperative connections.
- Kate asked about broader connections, like the store's electricity or construction partners, etc. Darrion hadn't thought that broadly, but will keep it in mind.
- **Approved by CONSENSUS**

5. New Business for the Board

- Solar Power Update

- It's been about a year since the last discussion, so Tina wanted to give an update. She touched base with SunCommon, who are optimistic about grant funds getting unfrozen. Despite getting bought out, they said they will continue to honor their contract from last year if we get the funding.

- NFCA Annual Meeting

- Kat found the break out groups to be the most memorable part. There was a New England organic dairy that was interested in tabling at our store.
- Kate really liked the keynote with Congressman Jim McGovern. She went to a break-out about associations, like how the Association of Southern Farmers runs a hospital and housing and similar things. Over and over she's very comforted in the way co-op advocates support their values.
- Tina went to a session about international co-operatives, which touched on how some countries have regulations that more friendly towards co-operatives. There's a college up in Canada that has a masters program on cooperative economy.
- Sam noted that it's the International Year of Cooperatives.

- Bylaws

- Kate led the discussion about the bylaws. She noted that our bylaws have a very low threshold for members to petition for a special meeting.
- Tina suggested creating a committee to look over the bylaws and review further changes that Tina would suggest. The board was hesitant to make changes after having just made changes the previous year. But Tina requested to take on this task and the board gave her approval.

- Nominating Committee Check-in

- Kate sent out notes regarding getting more people on the board. She feels strongly that board directors should be reaching out to people personally rather than trying to catch strangers at tabling events.
- Larissa presented about the upcoming Local Vendor Days series.

- E&O Committee Check-in

- Sam sat at the tables for a Community Connections, and multiple people said they couldn't hear her over the noises of the produce coolers. She found the space to not be ideal. Also, there didn't seem any interest in the free coffee, but people were interested in her sound bowls and her daughter Lily offered henna tattoos. Also also, she noted that foot traffic picked up at 11am.

6. Assignments

- EL6: Chris
- G8: Kate
- Tina will look over the bylaws

7. General Session Adjourned 7:45pm