



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

January 3rd, 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, Rio Pires, Chris Sneddon, Abraham Oort, Sam Sukumar (arrived late)

Directors absent:

GMT present: Norm McMullen, Sue Miller

Members present:

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:
- Member Comments: none
- Agenda Amendment: Addition to New Business Items: Form GMT Search Committee, schedule Social Gathering. Also add a break.
- Announcements: none
- Board Connection: Board members joined the zoom 10 minutes early to allow time to chat

2. Meeting Minutes

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

3. New Business from the GMT

- Sue and Norm Announce Retirement
 - Both Sue and Norm have submitted letters declaring their intent to retire. They've both given an end-date of June 30th, 2023. Sue is willing to stay on half-time to help with the transition and finish some large projects that have been in the works.
 - The board congratulated the GMT on their shift into retirement.
 - Sue and Norm presented some ideas about how the co-op might move forward in terms of the organization of the General Management role.
 - Tina asked if Sue or Norm have an idea of an internal candidate, or if the board should be focused on finding someone(s) outside of the co-op. Norm said they're not ready to suggest any internal candidates at this time.
 - Norm gave a history of how the GM Team came to be, in which Kye was the GM, and for one year, Sue and Norm joined her to form a three-person team. After that year, it was clear Kye was ready to step down, and Sue and Norm continued as a team. They believe that a single GM would be easier to find/hire.
 - Norm gave an overview of their suggestions for a reorganization of the General Management role. It would include General Manager, Store/Operations Manager, and Bookkeeper. The GM would be membership and community focused, working more with Marketing, Education, and Outreach, as well as building responsibilities.
 - Norm mentioned that Cyndi Jarvi, who is half-time front end manager and half-time bookkeeper, is likely considering retirement in the near future. Her bookkeeping duties would go to a full-time bookkeeper (possibly Finance/HR manager) and the store would need a new Front End manager.

- Kerry asked about the salary level of each of these positions and if the co-op can support these salaries. Norm said that these positions are dearly needed, and there will be some trade-offs in terms of salary. For examples, a bookkeeper would not make the same pay that Norm makes as a GM. If we need to use some of our saved capital to invest in new employees, then that's important
- The board talked about resources for guiding the board in the search for a new GM. Columinate has a [free library](#) with useful resources. Also, Columinate has a Manager consultant program, if needed.
- Financials
 - Norm said October financials seem like such old news. He's closed the November financials and we have a small profit of about \$1k.
 - Debbie asked if sales were affected by the power outages, and Norm said that the store didn't lose power. Businesses around us were affected, and we got a number of customers just because we were open.
 - Norm reiterated that we are very lucky for the financial support we received during the pandemic to help keep the co-op afloat..
- Return of Member Workers
 - We're really excited to have member workers back!
 - We also have vendors demo-ing in the store again, which is going well.
- Sewer Line Replacement
 - Norm is planning to get the sewer lines redone this winter. We've been having monthly back-ups where we need to call someone to clear the line, which gets expensive. Norm has talked to a few guys, and they all agree that the sewer line needs to be replaced. It will cause a day or two of disruption, but it will be worth it.
 - Zea asked if the push of store/building upgrades is because Norm had retirement in mind. Norm more or less said yes. He's had this list for awhile, and would like to see them done before he goes.

4. Policy Governance

- EL4 Membership
 - Zea led the discussion of the policy and monitoring.
 - Zea suggested that board engagement and voting for board members could count under EL4.2. She also pointed out that the website is a great form of communication with the membership.
 - Debbie raised the point (again) that the by-laws require that new members receive a copy of the by-laws. Sue said that at the least we can get them on the website.
 - **Accepted by CONSENSUS**
- G3 Agenda Planning
 - Rio led the discussion of the policy.
 - Kate asked about the "CDS Decision Tree". This has been replaced with the Policy Governance Cheatsheet, and the policy will be changed to reflect that.
 - Zea would like to receive the packet to read and review with more time, and asked if the policy should have a timeline of when the packet is sent out. Tina worried that a set timeline would lead to non-compliance reports, so the board agreed to leave it without a timeline.
 - **Approved by CONSENSUS**
- M3 Delegation to the GM
 - Kate led the discussion of the policy.
 - **Approved by CONSENSUS**

5. New Business for the Board

- Board Calendar
 - The board reviewed the draft calendar. It was made before the retirement letters were submitted, so the many GM evaluation items will need to be rearranged or removed altogether.

- Committee Assignments

- Abraham was uncertain about which committee to join.
- Chris, Kate, Zea, and Tina offered to be on the GM Search committee.
- Committee assignments were shuffled around.

- Board Social Gathering

- Weekend daytime is the best time to allow everyone to attend. Kerry asked for Tuesday nights to be included in the doodle poll to see if we can get a greater number of people at the same time. Larissa will send out the doodle poll.

- Check-ins

- Newsletter: Zea will send Larissa an article about NOFA's Winter Conference. Larissa asked for the board to consider other community topics for future newsletters.
- Living Wage Ad Hoc Committee: The meeting minutes and committee charter were submitted to the board.

6. Assignments

- EL2: Sam
- M&M1: Kerry
- Larissa will add by-laws to the website
- Larissa will send out doodle poll
- Tina: reach out to Bram about committee possibilities

7. General Session Adjourned 7:50pm