



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

July 25th, 2023, 6pm | Hybrid

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

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

Directors absent: none

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

- The board did a quick introduction for Darrion's benefit.
- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: Debbie and Pamela have a newsletter idea they'd like to run past the board.
- Announcements: none

2. Meeting Minutes

- June Meeting Minutes
 - Change: Norm was listed as present when he wasn't.
 - **Approved by CONSENSUS**

3. New Business from the GM

- Darrion's first GM Report!
- Settling in
 - Darrion has been easing in, trying to learn why staff do things the way they do. He recognizes the concerns staff might have about a new person coming in.
 - The downstairs office is a casual space, which is different from other workplaces he's been involved in. So that's something he's getting used to.
 - A lot of people want his attention and have things they'd like to have happen. His initial focus will be doing his best to ensure that the bottom line is met. He's going to focus on increasing sales and increasing margins, as well as helping labor be more efficient.
- Board comments and questions
 - Rio observed in the past month that Darrion has a great skillset at leading in a positive manner. He's a good listener and is smooth at making changes.
 - Kerry commented that our expectations have nothing to do with day-to-day operations. The board's job is to review if the GM is making sound financial decisions and meeting the policy expectations.
 - Zea asked if Darrion has felt well-supported. Darrion responded that he expected a more prepared exchange from the previous GMT, but he's figuring things out.
 - Chris asked if Darrion feels like he has enough information. He said that he doesn't feel like there's anything he can't access, but some things are hard to find.

- Tina said that once Darrion is settled in she'll connect him to Columinate and other co-op resources to help him move forward.

4. Policy Governance

- G6 Board Committee Principles

- Kerry led the discussion of the policy.
- Kate asked if our committee notes should be in dropbox separate from being in the monthly meeting packet. Larissa said yes.
- Tina asked about the budget line for the GM Search Committee. Kate felt that full budget numbers for the committee should be included irrelevant of how they were allocated, so that they can be referenced in the future.
- **Approved by CONSENSUS**

5. New Business for the Board

- Store Budget

- This budget was created by Norm, but he was unable to attend this meeting. Darrion did his best to answer the board's questions.
- Darrion is interested in the 4.1% growth rate and what the rationale is behind that. He felt (and the board agreed) that it's hopeful, but it's not realistic. Darrion feels that there are opportunities to shave percentages off; systems that are leaving money on the floor. There have been cracks in the system of not updating price changes or taking a 5% margin on a product for years.
- The member discount line is hefty. It's an important benefit, but we don't want to be giving money away.
- Tina asked how Darrion will use this budget going forward, and does he want to make his own budget? Darrion said he will use it as a reference point for the non-controllables, and see what difference he can make on the controllables. He doesn't feel a new budget would be necessary.
- Darrion talked about how the store doesn't have a running inventory, only a quarterly inventory. Deliveries are not being in-put into the system. Darrion would like to make that happen, but it will take some time and he will likely lean on NCG to help with that.

- Annual Meeting

- Darrion is leaning toward doing it outside, so people can be comfortable even as flu season sets in.
- There's the thought of keeping it simple, but the board is also reminiscent of the pre-pandemic potluck feast that would get a decent turnout.
- Kate suggested doing it on First Friday, but Larissa said she thinks the meeting is supposed to be members-only. Kate also suggested doing it at another organization in White River Junction like Replay Arts.
- Kate volunteered to work with Larissa over the next month to make a proposal for the Annual Meeting.

- Nominating Committee Check-in

- Kate gave a description of Max, the one candidate application.
- Sam said that Bobbi Jo still wants to run and Sam is coaching her through it. The board agreed to extend the application to deadline until Saturday.

- Board Goals

- The most recent list Larissa could find was December 2020. Tina presented a list of things the board has talked about in her memory. The list included:
 - Increasing connections between board members.
 - Support Darrion, facilitate the transition, and be receptive to feedback from members.
 - Increase the visibility of the board; should someone be assigned to this job? The board has talked about being present at First Friday.
 - Continue efforts on recruitment and orientation. Assign a mentor to new board members.

- The education side of board goals: A financial data refresher. Add Columinate resources to the board packet as a learning section.
- If we're not making more changes to our policies regarding DEI then what else could we be doing?
- Livable Wage follow-up.
- Debbie cautioned us not to be too ambitious.
- Tina will email out this list and the board will decide what to focus on for the coming year.
- Chris asked if the board can write grants. Sam said that at CCMA there was a co-op that often partners with non-profits for grants. She offered to connect the board with the GM from that co-op. Chris was very interested in this. He has lots of experience with grants.
- Kate brought up that the by-laws need to be reviewed and cleaned up in terms of formatting.
- Kate thinks that more concerted effort needs to be put into recruitment throughout the year as opposed to a few months of committee work before the application deadline.
- Board Self-Evaluations
 - Tina suggested we remove some of the questions about COVID.
 - Kate had a moment of wondering if these are the questions we want to ask. Tina commented that the board moved away from the 0 to 5 scale and toward more reflective questions.
 - Chris proposed using the survey results as a topic for a board retreat.
- Check-ins
 - Newsletter: Pamela and Debbie have been working on the idea of doing an article about regenerative agriculture. Pamela was wondering about how to get responses from the membership. Kate felt that a topic that is not board related (like regenerative ag) is not the responsibility of the board. Sam feels that the board is meant to be the representative of the membership, and the board should be more active about interacting with the membership.

6. Assignments

- Ends: Zea
- G4: Sam
- Kate and Larissa: Plan a proposal for the Annual Meeting
- Tina: email out Board Goals ideas
- Chris: will reach out to a friend about an article
- Sam: report about CCMA next month

7. General Session Adjourned 8:05pm