

APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

July 26th, 2022, 6pm | via Zoom

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

Attendance: Kate Rohdenburg, Pamela Perkins, Debbie Diegoli, Tina Barney, Sue Miller, Cat Buxton, Zea Luce, Kerry Rosenthal, Rio Pires, Sam Cronin, Carrie Kocik, Elizabeth Feinberg (Note taker)

I. Opening Routines

Meeting was called to order at 6:02 pm. There were no member e-mails to review..

After reading of the Ends by Cat, Board had a 10 minute check-in on how they were doing personally.

Agenda Amendments: We will solicit questions, not seek approval tonight for General Management Team's (GMT) Compensation Proposal. We will gather those questions during the Executive Session.

Minutes from June meeting were approved with correction of a typo (SoFt not soRt opening Sew-Op). Larissa had not found the Social Events Idea list, so Board was asked to send suggestions.

II. GMT Report and Board reactions.

Sue: Update on Customer/Member appreciation event: It will be held Tuesday, August 23rd 3-6 pm. Local vendors will demo and there will be live music. (Cat Buxton will join in that). Finger foods, cake and ice cream will be served. Board members were asked to join in the event to be able to have direct contact with members, since it immediately precedes our regular board meeting that evening.

Tina is excited to know that a return of in-store dining is under discussion, though no date will be set until staff concerns are addressed before proceeding. Sue will share those collective concerns at our August meeting.

Cat had a financial question which she will pass directly to Norm.

III. Policy Governance

G6. Sam began to present but was beset by computer transmission issues. Cat took over on the fly. This policy outlines how committees work on our board. Committees are there to help the board do their job. Board Committees can be standing or Ad Hoc. Finance and Nominating are Standing. To be complete, the Executive. Committee needs to be added to the committee list on this policy. On reviewing the policy, committee Chairs recognized that they had not been

posting their minutes to the Dropbox after meetings. Voting led to a determination that we were Not in compliance with 6.2.3, with the plan to add those minutes to Dropbox

Following up on last year's discussion of a backup copy of our minutes independent of DropBox, Sue confirmed that our independent server plan is still in process; Sue will let us know when the install is complete. That will be the site for the backup copy.

IV. New Business:

Request for Proposal (RFP) review of the revised document from the Board, which was edited to incorporate input from the last meeting, and to reflect Cat's review of the policies that could be impacted by incorporating the RFP process for GMT compensation.

A. RFP as edited was approved by consensus, after Rio noted that words of RFP should be spelled out the first time it appeared, as GMT was.

B. Policy revision.

1. Cat suggested modification of M4.6, to include sub-policy 4.6.1.

Text was in Board Packet, to identify that GMT compensation will be by an RFP process, and that the GMT will respond by submitting a compensation proposal.

There were no questions on the proposed sub-policy, and it was adopted by consensus.

2. Cat found no other policies that would need changing, so no further changes were proposed or recommended.

3. The Executive Committee had provided the draft RFP to the GMT earlier in July. Once the process is complete, it will be binding for one year.

4. GMT had submitted a Compensation Proposal in response to the RFP. We will gather any questions by the Board during the Executive Session at the end of tonight's meeting.

C. Capital Improvements in the store.

Shout – Out to staff for their patience during the new floor and oven install. Staff is awesome!

D. Education & Outreach (E & O) Discussion—We have lots of freedom and opportunities!

Tina and Debbie zoomed with Sue and Norm about E & O efforts to clarify Board options. The board wants to assist, as we know that staff is stressed and maxed out. We found out that we were being overly cautious in our care to keep separate from Operations.

Sue confirmed that Board members can offer classes/education opportunities, and that it will not be seen as stepping on Operations. Interested Board members can create a proposal, get it to Sue for review, and if approved, the program will be co-sponsored by the coop.

(Venue notes: The upstairs classroom could be used after 7 PM for small groups. The Bugbee can be reserved for presentations that would start on or after 3PM, if it's not taken.)

The Board bulletin board is the responsibility of the Board, not under Operations. We need to update our photos and think of what messages we would like to feature there. Larissa can help us get photos from our Zoom calls. (We had hoped to get a group photo at the Retreat, but several folks who were unable to attend would have been missing.)

Board members are encouraged to come to the store for First Fridays, and consider greeting folks on the porch, chatting as able. If the GMT knows in advance, they could supply some food samples. The Board could also set up a table on the porch outside of First Friday, to chat with folks as they arrive, without worrying about backing up traffic in the store.

Board was advised that current store policy does not curtail in-store discussion between shoppers, that that has not been official policy for a while now. Folks may be asked to move out of pinch points to flow, i.e. move to not block the entrance, or a food case, or narrow aisle, but the expectation is not that the chat should stop, just that it go to a less congested spot. We are glad this discussion came up and that showed that communication can be improved. If COVID numbers escalate again, we might need to reinstate the no-gathering policy.

Sue reminded us that E & O is not just classes / presentations. It includes store signage, recipes, putting displays together. Many things that happen in the store can be considered Education & Outreach (E & O). The new position title of Marketing, Outreach and Education was changed to emphasize that Marketing is an important component of E & O.

Debbie asked that ideas for events and presentations first go through the board, then to GMT, so the whole Board is aware of potential presentations. Tina asked if it would be covered under any existing committee (it's not). Board and GMT review are not meant to be restrictive, but the watchword is to Plan Ahead if you consider offering a program, so all can go smoothly.

Board is also welcome to write articles for the newsletter. If you submit something and don't see it in the Newsletter, speak up, as if it was missed, that was likely an oversight, not meant as censorship.

Sue reported that in the ongoing process of returning functions that were stopped due to COVID, the Sew-Op folks are planning for fall, though its return may be delayed beyond that, due to safety challenges. The goal will be to start with small classes to minimize risks.

Zea asked what Larissa's role is. She is Part-Time, dedicated to Marketing, Education & Outreach Larissa also does a lot of work for our Board. Larissa described the evolution of the position, noting changes she has implemented over the past few years.

Sue & Larissa are beginning a 'telling the story' of local vendors Larissa has updated the website to include this effort.

(7:01 ten minute break)

V. Future event, tasks and take aways

A. Annual Meeting /Harvest Celebration: Date is set: **October 1st, 2022 at Bugbee Center**. Hoping and planning for in-person event. That is all we know right now.

[Cat let us know that she has a schedule conflict then, and will not be able to attend.]

B. GMTEC (General Management Team Evaluation Committee) (Tina, Cat, Elizabeth, Sam?) Per our policy, we evaluate GMT on how we monitored and evaluated policy for year. If there is compliance on policy, that is our evaluation. Every five years we do a 360 review (getting feedback from employees).

C. Self-Evaluation will go out tonight --- Everyone is encouraged to get it back soon. Tina will collate the (anonymous) results, to present in August. We can use results o inform the August Board Meeting task of setting goals.

D. Debbie will preside over discussion of Ends Policy; GMT will be submitting Ends report.

E. Sam will do M4, Monitoring GMT performance, since her computer connection didn't let her present tonight.

F. Kate will meet with her Ad Hoc committee to flesh out the handbook for New Directors. (Kate, Pamela, ?Zea)

G. Please come early on 8/23/22 to chat with members at **Appreciation event, (3-6 PM)** immediately preceding the next board meeting.

H. Meeting Take Aways

- Sue: Thank you for Zoom tonight and thank you in advance for attending the August event
- Rio: Overall meeting was great. Cat did a great job with RFP
- Kate: First BIG task! Feeling all grown up meeting-wise

- Tina: Thank you all for hanging in with this BUSY meeting and the RFP process
- Carrie: Feeling sentimental about my final meeting, interesting discussion re a lack of candidates
- Kerry R. : Great meeting, Great to see everyone, we have a really great board
- Debbie: Sad about people leaving, distressed about the lack of candidates. Kate and Pamela have really stepped up so I am certain we will be fine.
- Zea: Most excited about Orientation Handbook, always interested in making people feel connected
- Pamela: Dynamic, showed strength and resilience of board. Glad to be able to take initiative and work with board.
- Cat: Great Meeting. This board is amazing! Carrie R, best wishes for a perfect delivery!
- Sam: This was a very BUSY meeting

7:55 Meeting Ended

Executive Session Called to order at 7: 56 PM. Ended 8:24 PM. Topic was initial review of GMT's Compensation Proposal. Meeting adjourned after Executive session.

Elizabeth Feinberg, recorder for meeting; Tina Barney edited.