



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

January 31st, 2022, 6pm | on Zoom

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

Directors absent: Kerry Rosenthal

GMT present: Norm McMullen, Sue Miller

Members present:

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:01pm. 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: GMT Search Committee update
- Announcements: none

2. Meeting Minutes

- December Meeting Minutes
 - Change: typo
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Sewer Line Replacement
 - ARC just started today, and they've already made great progress. They've removed all the cast iron sewer line from the basement and are now hooking up the new PVC line.
- Sew-op is back
 - Sally Munro has started open hours, and hopes to bring back her popular kids' classes as well.
- Vendor Demos
 - Customers are enjoying having vendors back in store to demo their products.
- Staff Meetings
 - Sue and Norm held special staff meetings to announce their retirement and answer questions. The main concern expressed by the staff was being kept in the loop about the process and being able to have input. There was also a general feeling of wanting the new GM to come from the co-op world.
 - Norm mentioned that during a previous GM search there were some hurt feelings on the part of staff who felt weren't given the chance to voice opinions.
 - Sue said the board could reach out to staff by putting a note in the staff book, and creating a way for staff to contact the board with their input.
- Financials
 - Tina asked about a line item. Norm said he would have to go look up the details to answer her question.

4. Policy Governance

- EL2 Staff Treatment

- Sam led the discussion of the policy and monitoring.
- Sam pointed out that there are pronouns in the data of the monitoring.
- EL2.2.3 Chris asked if the website or facebook feature staff.
- EL2.2.5 Chris asked how the co-op obtains an objective assessment of the employees' perception of the current work environment.
- EL2.4 In the interest of data, are there health code reports, etc.?
- Sue suggested that, given Chris' comments, maybe the board should look closer at this policy to see if it's the policy the board wants.
- Sam pointed out that the interpretation of discrimination felt too vague. Pamela offered to research a possible alternative definition of discrimination.

- **Approved by CONSENSUS**

- M&M1 Unity of Control

- Debbie led the discussion of the policy.
- Debbie asked the GMT if they have any instances of the board violating the policy, they said no.

- **Approved by CONSENSUS**

5. New Business for the Board

- GM Search Committee

- The committee was able to meet the past weekend. They began to draft a committee charter, but got slowed down by the question of how specific the charter needs to be. In Debbie's experience, the charters tend to be pretty broad.
- One specific question Tina brought up, was how much money the Search Committee is allowed to spend in their search for a GM. The GM Search Consultant recommended by Columinate costs \$7k. Would the committee need to run each expenditure past the board?
- Rio, Pamela, and Sam voiced that they trust the committee to make wise decisions within the funds that are available.
- Sue and Norm have recommended that the board hire a single GM, and have proposed creating a series of new positions to take over some of the tasks they have shared. The board officially approved the plan for the GM Search Committee to hire a single GM.
- One prospective consultant said we need to present a salary range.
- Employee Engagement: Options include putting out a survey and encouraging email contact from staff.
- Retirement Announcement: Someone suggested putting Sue and Norm's retirement announcement in the Valley News, either as an article or letter to the editor.
- Tina will draft a letter for the co-op newsletter to announce the retirement of the GMT and the formation of the GM Search Committee.

- Board Trainings

- Rio felt that the board should be more informed on the operations of the co-op, without being involved, beginning with the new GM. Sam brought up the idea of creating a policy that requires the GM to report on structural changes to the co-op. Chris brought up that the board might be more specific about the data that they want in EL policies.
- Debbie said that visiting another co-op would be a great training for the board.
- Rio brought up doing a social event with HCCS, though the board is quite busy with a number of active committees.

- Living Wage ad hoc committee

- Minutes were submitted for their last meeting.

- Bylaws Review

- Debbie noted some minor pieces that could be change, including the line that requires all member get a copy of the bylaws.
- Tina noted that all officers are limited to three one-year terms, not just the president. She didn't know if the board should change that limit or follow it more accurately.
- Kate pointed out that the board is quite busy and maybe this discussion could be put off to next year.
- Larissa will make minor formatting corrections, and add the task of reviewing the by-laws to the calendar for next year.

- Nominating Committee

- Bram has given his resignation from the board. This means that the board can once again assign someone to the board.
- Kate had a casual conversation with someone who might be interested. Pamela's contact said maybe next year, not this year.

6. Assignments

- EL3: Kerry
- G&G1: Pamela/Kate
- Tina: Newsletter Announcement of GM Search Committee

7. General Session Adjourned 8:00pm