



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes
February 22nd, 2022, 6pm | Videocall via Zoom
193 North Main Street | White River Junction, VT 05001+

Directors present: Rio Pires, Tina Barney, Debbie Diegoli, Elizabeth Feinberg, Carrie Kocik, Kate Rohdenburg, Kerry Rosenthal, Sam Cronin

Directors absent: Zea Luce, Cat Buxton, Pamela Perkins

GMT present: Sue Miller

Members present: none

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:02pm. Called to order by Tina Barney.

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: none
- Announcements: none
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally.

2. Meeting Minutes

- January Meeting Minutes
 - Change: typo corrections
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Coffee Cards
 - The deli will have coffee cards. Buy 9, get your 10th free. Those should be going out on the coming Monday. Customers must have the card, the POS will not track how many coffees they've bought.
- New Aprons
 - We're getting new aprons, with the new logo. Staff has been asking for new aprons for awhile.
- Annual Meeting Celebration
 - Sue needs to reserve the Bugbee Center in the hopes of having an in-person Annual Meeting Celebration. She asked if any board members had a conflict with October 1st. Larissa will check in with the absent members and get back to Sue.
- Supply Distribution
 - NCG is looking for a new distributor, since UNFI also supplies Whole Foods and seems to prioritize that company over the co-ops.
- GMT Compensation
 - Sue reported that she and Norm have had some brief chats about the compensation discussion. They don't have a strong opinion. Their main requests are doing it on a year-by-year basis, and having the process not be labor intensive. Other than that, they really just want to see what the Board proposes.
 - Tina asked if the board wanted to create the RFP over a single retreat, or form a committee and then share that with the full board. The board decided to have Larissa email out all four sample RFPs to the entire board, and everyone will have the chance to share opinions before working on creating the RFP.

- Kate proposed having a joint Board-GMT committee to collaborate on the proposal and take some of the burden off the GMT. Debbie shared that Michael Healy's opinion is that it's the board's job to make the proposal request, and it's the GMT's job to create the proposal, and they shouldn't be joint.
- Sue agrees that the RFP and the proposal should be separate. She brought up that this is only about compensation, and the evaluation is looking at all previous policy monitoring. She also pointed out that if an RFP discussion is had during a monthly meeting, it should be done in Executive Session so that Sue and Norm aren't present.
- Tina discussed making the RFP a flexible document, particularly in the beginning, to create something that is useful and effective.

4. Policy Governance

- EL3 Compensation & Benefits:

- Kate led the discussion of the policy and monitoring.
- Tina asked how compensation and raises are handled when the store is not doing well. Sue said that during the pandemic, she and Norm made a commitment to not lay anyone off, and they balanced that by not hiring anyone new, even though the store struggled with being short-staffed. They feel comfortable that the policy allows them to handle those tough situations.
- Sue pointed out that some co-ops compressed the wages of their longer term staff in order to bring everyone up to a \$15 minimum wage. Sue and Norm felt strongly that that was not the right move for our store.
- Kate pointed out that the co-op has great benefits for its employees.

- **Approved by CONSENSUS**

- G&G1 Governing Style:

- Debbie led the review and discussion of the policy.

- **Approved by CONSENSUS**

5. New Business for the Board

- Sue's Questions - thinking forward to upcoming 50 year anniversary

- In 2022, why does our co-op exist?

- Debbie pointed out the high quality food and bulk selection, as well as the funky atmosphere that's so inviting.
- Elizabeth said it feel like a safe, secure place to shop.
- Kerry said that even with the changes imposed by the pandemic, it's still a unique and personal experience.
- Tina values being able to do special orders. She also appreciates the low stimulation of our store.
- Larissa said that she values the quality of products, and wishes there were co-ops that sold daily household products.
- Rio pointed out that the co-op exists because of its members, and the co-op supplies what those members need and want.
- Sue described how bulk purchases have been falling over the past few years, even before the pandemic, and how the managers are trying to decide what changes could be made.

- How has the purpose of this co-op changed since it was established?

- Kerry pointed out that originally the co-op was a buying club, so it had the specific products that members wanted to take home. Whereas now, there are managers who decide what makes it on the shelf. She appreciate that it's fun to explore the shelves and see what is available. Sue pointed out that people can still do special orders through the co-op and divvy them up as you would in a buying club.
- Sue shared that many members think the co-op has changed for the better, while there are a few that complain it has changed for the worse.

- Nominating Committee Check-in
 - The Nom Com has not met, but it was asked that the board consider anyone who might be approached about running for the board.
- Board Education/Trainings
- Board Retreat (May)
 - The Board Retreat with Darnell Adams will be May 7th, 9am to 3pm.
- CCMA
 - CCMA is being held in Sioux Falls, SD, June 9-11. Tina will be attending in-person. Debbie is interested in attending virtually.
- NFCA Annual Conference
 - NFCA Conference is March 19th, around 10am-2pm. Tina, Kate, and Debbie will attend.

6. Assignments

- EL10: Elizabeth
- Everyone: Review sample RFPs
- Nom Com will meet and report next month

7. Takeaways

- Kerry: I'm glad that I stayed for the meeting and was here for the whole thing. It definitely cheered me to see and hear everyone. I enjoyed the discussion about Sue's questions, and I think they're important to telling our story.
- Kate: Bulk is my favorite thing ever and I'm very distressed that sales are falling. Larissa is very on top of everything and I appreciate her.
- Rio: The meeting was great. If a member asked how the meeting was, I would tell them to come!
- Debbie: It was a very efficient, productive meeting. Thank you, Tina. It was interesting to talk about the history of our co-op.
- Tina: I'm glad that we're moving ahead with the RFPs and we're coming up with something customized to us.
- Elizabeth: Kate made a comment about sewing and three other people in this small group knew what she was talking about! This is why we're all doing what we're doing.
- Carrie: I also enjoyed the discussion around Sue's questions and I'm glad the stores doing well, though I'm bummed to hear about the bulk.
- Sue: Have no fear, bulk is not going away. But I encourage you all to shop bulk!

8. General Session Adjourned 8:05pm