



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes
October 26th, 2021, 6pm | Videocall via Zoom
193 North Main Street | White River Junction, VT 05001+

Directors present: Cat Buxton, Rio Pires, Tina Barney, Debbie Diegoli, Elizabeth Feinberg, Zea Luce, Carrie Kocik, Pamela Perkins, Kate Rohdenburg, Kerry Rosenthal, Sam Cronin (late)

Directors absent:

GMT present: Sue Miller, Norm McMullen

Members present: none

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

Open meeting begins at 6:04pm. Called to order by Tina Barney.

1. Agenda & Announcements

- Reading of the Ends
- Board Emails: none
- Member Comments: none
- Agenda Amendment: Assignments need to happen before going into Executive Session
- 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

- September Meeting Minutes
 - Change: none
 - **Approved by CONSENSUS**
- Annual Meeting Minutes
 - Change: none
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Financials
 - Numbers are a little flat and a little boring. But the loss isn't too great, and Norm is hopeful that the numbers are going to pick up. Kerry commented that the performance of October and September compared to those months last year is much improved.
- Supply Chain Issues
 - There are some empty holes on the shelf because of supply chain issues. Those are beyond our control, but we're doing our best. Amongst other issues, UNFI is having staffing issues. There have been days that we haven't gotten deliveries, or we've gotten reduced orders. There's not a clear pattern of specific products that are hard to get. These issues will continue into next year.
- Member Drive and Survey
 - There are a few more days in the member drive, so we don't have any details from that yet. Sue will report on that next month.

4. Policy Governance

- EL9 Executive Succession:
 - Debbie led the discussion of the policy and monitoring.
 - **Approved by CONSENSUS**
- G2 Board Job Description:

- Elizabeth led the review and discussion of the policy.
- Tina asked for the GMT to share if they believe the board is in compliance. They both said that the board is doing a good job.
- **Approved by CONSENSUS**
- M2 Accountability of the GMT:
 - Rio led the review and discussion of the policy.
 - **Approved by CONSENSUS**

5. New Business for the Board

- Post-Harvest Celebration Check-in
 - Sue enjoyed doing the Annual Meeting from the porch of the store.
 - The low attendance was not unexpected. People come for the food and the chit-chat, which can't happen in a virtual setting.
- Policy Change Proposal (EL5)
 - Tina shared her proposed wording changes to EL5.
 - **Approved by CONSENSUS**

Regular Session adjourned.

Executive Session called to order.

- *See Board-Only folder in Dropbox for notes from our executive session.*

Executive Session adjourned.

Regular Session called to order.

6. Assignments

- G5: Kerry
- EL7: Tina
- ALL: Answer doodle poll about Darnell training

7. Takeaways

- Kerry: I thought it would feel weird to not facilitate the meeting, but it doesn't at all.
- Norm: Welcome Pam and Kate! I like the discussion in the chat box of cake recipes.
- Kate: I'm so excited to join you all and I loved hearing how these meetings are going.
- Tina: Thank you for your patience with my first facilitation of a meeting. Thanks for the Annual Meeting and coming tonight.
- Sue: I always have gratitude for you all. Welcome to Kate and Pamela, and good job Tina! I've been doing a lot of co-op meetings recently, and I'm happy for this board and our willingness to do the work.
- Zea: When Cat sent out the email about the doodle poll, I saw that and I'm really happy that we're not letting go of that and we're making that training happen.
- Elizabeth: A great Annual Meeting and thank you both for your hard work.
- Debbie: As always, I have gratitude for the GMT and the staff. I do understand that the supply chain problems can be frustrating and they are nation-wide. I would reassure our members that it's not us, it's just the time that we're in. I'm also very grateful to see Kate and Pamela here.
- Cat: Larissa, you're amazing. Tina, you did a great job. Pamela and Kate, welcome, and I invite you to join us for a dropbox tour. This was a really good meeting and we had a good discussion. I have so much love for our co-op and I'm so grateful.
- Rio: My gratitude to Sue, Larissa, the board, and Cat for volunteering to give us a refresher training on Policy Governance.
- Carrie: I also was glad to get a little more detail on the supply chain. It was a smooth transition with our new leadership and our new members.
- Pamela: I'm very excited to be part of this group, and I feel like I'm in a very small boat in a very large sea.

- Sam: Welcome to the new board members. I was very impressed with Tina as she guided us. It was a great meeting with good questions.

8. General Session Adjourned 8:40pm