



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes February 23rd, 2021, 6pm | Videocall via ZOOM

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

Directors present: Cat Buxton, Zea Luce, Carrie Kocik, Sam Cronin, Rio Pires, Tina Barney, Elizabeth Feinberg, Debbie Diegoli,
Directors absent: Kerry Rosenthal, Johanna Mirinda, Kye Cochran
GMT present: Norm McMullen, Sue Miller
Members present: none

Facilitator: Cat Buxton

Recorder: Elizabeth Feinberg

PROCEEDINGS

Open meeting begins at 6:05 pm. Called to order by Cat Buxton.

1. Agenda & Announcements

- Reading of the Ends: Debbie
- Board Emails: None
- Member Comments: None
- Agenda Amendments: EL2 policy monitoring is postponed to next month (March)
- Jo Mirinda is not here, so Debbie will monitor EL3
- Announcements: None
- Board Connection: The board and GMT took ten minutes for everyone to check-in about how they're doing personally. In person, the board is able to socialize and connect before and after the meeting.

2. Meeting Minutes

- January Meeting Minutes
 - Change: Retreats will be 90 minutes each, not 60
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Sue had a long discussion with David Fowle from NCG and stressed that we are not looking to match other coops and we are clear that we will come out strong on the other side of this pandemic no matter what happens and no matter what the numbers look like.
 - People continue to express gratitude for the safety and comfort they feel at shopping at the coop.
- Numbers & Graphs / Additional \$150,000 of grant money makes the graphs look very different
 - Still managing to keep within our numbers even the lower ones with some smart management and careful planning.

4. Policy Governance

- Policy: G&G1 Governance Style
 - The Board (lead by Debbie) reviewed and discussed the policy.
 - Comments: No Questions were asked so we agreed to compliance
 - **Approved by CONSENSUS**
- Policy: EL2 Staff Treatment
 - The Board reviewed and discussed the policy.

- Comments: We are moving this policy discussion to next month. Cat asked all board members to review this policy for redundancies Next month we will form as Ad Hoc committee to see if we can streamline this policy.
- **Approved by CONSENSUS**
- Policy:EL3 Compensation and Benefits
 - The Board (lead by Debbie) reviewed and discussed the policy.
 - Comments: Kudos to the GMT for continuing to give raises on the program schedule despite the pandemic.
 - Jo asked that 3.2.4 implies that a raise is given regardless of performance, Norm says the policy itself says we do take performance into account.
 - Program to increase starting wage \$.50 every ten months has been working well, keeps us in good stead with Vermont wages, and gives a good basis for raising wages for long-time employees in a similar way.
 - Data was appreciated as well
 - **Approved by CONSENSUS**

5. New Business for the Board

- Proposed Changes to EL4 led by Rio
 - Discussion / Rio asked if we had all read and approve of these changes
 - GM's and include(s) no S
 - Suggested changes were accepted with minor grammar changes as noted above.
 - **Changes to EL4 Policy are Approved by Consensus**
 - Board Recruitment Check in
 - We are seeking a President / Vice President to be ready for October's Elections Cat, Debbie and Kerry are willing to assist, but all need to step away from the top spots. Cat suggested a team approach and Sue seconded that idea given how well it works for our GMT.
 - Sam would be willing to be VP if Jo were President.
 - Discussion ensued regarding Co-Presidents with/without changing policy with a strong desire to not change policy.
 - Discussion ensued regarding approx time/schedule/tasks per month/year for Pres/Vice President roles.
- Board Goals (Capital)?
 - Discussion: One goal for 2020 was grocery business. Tina asked if GMT has the bandwidth this year to discuss the Grocery Business in a way that would help us. Sue mentioned that Covid is possibly bringing bigger changes to the Grocery Business and we agreed to allow Sue to suggest to us what/when a discussion of Grocery makes sense.
 - Board Self-Evaluation was added to the list of Board Goals
- Board Retreat / Dates
 - Discussion Dates reflected availability of Debbie/Jo/Cat. First meeting date Tuesday March 30 6-7:30 Homework/Agenda will be forthcoming in Mid-March Each month's dates will be decided individually Topics are listed in New Business for this month's agenda

6. Assignments

- Next month's Policy: EL10 Cooperative Economy (Tina)
- Next's Months Policy EL2 Staff Treatment (Cat)
- Next month's Topic Review Bylaws
- Board Recruitment Check-in / Three top officers will talk with 'interested parties' regarding interest, fears, concerns and other thoughts to facilitate further discussion looking towards October

7. Takeaways

- Cat: Glad to not have to facilitate, it was a good meeting and I love working with this board.
- Tina: Zoom is my social life, I like seeing you all
- Carrie K: Thanks to all for being there. Officer roles, I appreciated Norm's suggestion for further discussion.
- Sam: Thinking about Leadership Roles, it is wise and kind that the current leadership is willing to support future leadership and perhaps Government could learn something
- Rio: Smiley faces are so appreciated, especially now!
- Debbie: Cat did a wonderful job of facilitating. It was a good meeting and I am encouraged by the forward looking for a new team of VP/Pres
- Zea: Worried a bit of our capacity to work on our goals for this year and perhaps we need to cut back.
- Elizabeth: Larissa is getting a well deserved break and we all need to be patient until she comes back.

8. General Session Adjourned 7:42 pm