



# APPROVED MINUTES

## Upper Valley Food Co-op | Board of Directors Minutes

May 28th, 2024, 6pm | Hybrid

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

**Directors present:** Tina Barney, Kate Rohdenburg, Kerry Rosenthal, Zea Luce, Pamela Perkins, Rio Pires, Max Wunderlich

**Directors absent:** Sam Sukumar, Chris Sneddon

**GM present:** Darrion Whalen

**Members present:** Bram Oort, Bineke Oort

**Others present:** none

**Facilitator:** Tina Barney

**Recorder:** Larissa Sharff

### PROCEEDINGS

*Open meeting begins at 6:00pm. Called to order by Tina Barney.*

#### 1. Agenda & Announcements

- Check-ins and Reading of the Ends
- Board Emails: one email from someone interested in joining our board.
- Member Comments: none
- Agenda Amendment: The executive session will be moved to the end of the meeting.
- Announcements: none

#### 2. Meeting Minutes

- March Meeting Minutes
  - Change: The dollar amount in Total Current Assets is off by one dollar not just in February 2024, but in other months as well.
  - **Approved by CONSENSUS**

#### 3. New Business for the Board

- Plant-based Eating Initiative
  - Abraham and Bineke Oort, co-op members, described their plan to establish a plant-based eating initiative. They will be holding an info session here at the co-op, upstairs in the classroom. They started by clarifying that they are not trying to remove dairy or meat products from the store, they are trying to encourage plant-based diets or increasing plant-based meals.
  - They would share cookbooks, suggest movies, take field trips to local farms, etc.
  - Larissa asked if it will be a social group or a teaching group, and they said it depends on the wants of the people attending. It's still an evolving initiative.

#### 4. New Business from the GM

- Financials
  - Numbers are continuing to go up.
  - Max asked when the new budget will come so that we're not looking at budgeted negative numbers.
- 3-door Dairy Cooler
  - We've finally gotten our cooler back up and running!
- Email and Website down
  - Our domain server merged with another company and "lost" our domain, which meant our email and website were down for over two weeks. Darrion is working with our IT contractor to see how we can avoid this problem in the future.
- A Talk with Jon Steinman

- We're looking forward to the staff training event coming up on June 7th. Kate and Zea have started reading Jon Steinman's book.
- Education and Outreach
  - Darrion is looking into hiring another person to the E&O Department. So he asked the board what they would like to see from E&O.
  - Tina would like to reopen the library, maybe with an online index. She missed the farm tours that Chris Jacobson used to do. She also thinks bulk could get some attention, with cooking classes focused on bulk.
  - Kerry liked the mushroom hunts, and would like a cooking club.
  - Kate is happy with the Jon Steinman event, the store newsletter. She also said that the biggest comment she's heard from members is having a sitting space. Kate also pointed out that there are a lot of art organizations, and maybe we could connect with them. Maybe we could have a plastic containers collection and give them to Re-Play Art.
  - Kate also suggested community education about the value you get for the cost of food at the co-op, the value of paid labor and quality ingredients.
  - Zea pointed out that we should look at the policy that talks about Education and Outreach, and also suggested Darrion get in touch with Chris Jacobson. She also said that it can be enough for the co-op to boost events and workshops hosted by other organizations.
  - Max liked the idea of using ingredients that you're not familiar with, and also the boost of this is what good foods cost and this is why you should put your money here.

## 5. Policy Governance

- EL8 Communication to the BoD
  - Kate led the discussion of the policy.
  - Kate pointed out the possible confusion between EL8.3 and EL8.5, and asked if the board agrees that it's appropriate for the GM to speak with the Board President individually (as needed) before speaking to the board as a whole.
  - When Kerry was board president, the meetings before the general board meeting was always President, Vice President, and GM. She isn't sure how she feels about a one-on-one meeting between the President and GM.
  - The board agreed that decision-making should be made with the whole board, but it is appropriate for the GM to speak to the Board President about the decision beforehand or separately.
  - **Approved by CONSENSUS**
- G7 Cost of Governance
  - Kerry led the discussion of the policy.
  - Kerry pointed out that the only item of non-compliance is that she forgot to do this year's budget. She also needs help editing last year's budget into a new one.
  - Max agreed to join Kerry and Rio on the finance committee.
  - **Approved by CONSENSUS**

## 6. New Business for the Board

- Bylaws
  - Kate submitted by-law edits as discussed by the board at last month's meeting.
  - Kate included a rationale section with each change to be shared with the membership as part of the vote.
  - Tina asked if we should get legal counsel regarding these changes, and the board felt that would be unnecessary.
  - There was a discussion about 6.1 and whether the board should reduce the monthly meetings to 11 instead of 12. There was some uncertainty about this change. The board decided to wait and make a decision next month, when Chris and Sam are in attendance. Larissa will make a mock schedule with 11 meetings.

- Coffee Date

- Kate and Pamela were at the May Coffee Date. It was a beautiful sunny morning and they sat outside. One person was interested in joining the board. Overall, it was mostly a chance for the board to hear customer/member feedback and opinions. Pamela suggested doing this monthly as a board-to-member connection.
- Kate will check that the board application is updated for 2024.
- There were numerous positive comments made about changes happening at the co-op, including the plastic reduction in the deli.

- Check-ins

- Tina, Zea, or Kate will write up a little blurb about Jon Steinman's talk at CCMA.
- CCMA attendees discussed their plans for the coming conference and how they will present what they learn to the board.
- The board will meet for a retreat on June 22nd, 9am to 12pm, and then help with the Ice Cream Social 12pm to 3:30pm.

## **7. Assignments**

- EL1&1: Sam

## **8. General Session Adjourned 7:45pm**