



# APPROVED MINUTES

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

October 22nd, 2024, 6pm | Hybrid

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

**Directors present:** Tina Barney, Kate Rohdenburg, Kerry Rosenthal, Rio Pires, Sam Sukumar, Zea Luce, Chris Sneddon, Pamela Perkins, Kat Flynn, Laura di Piazza

**Directors absent:** none

**GM present:** Darrion Whalen (via Zoom)

**Members present:** none

**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 asked about attending meetings and showed interest in joining the board.
- Member Comments: none
- Agenda Amendment: There will be a 5 minute Executive Session at the end of the meeting.
- Announcements: none
- New Member Check-in: Kat attended CBLD101, which answered many of her questions. She asked for more finance education, which the board has also expressed an interest in. So that will be prioritized. Tina will mentor Kat, and Pamela will mentor Laura.

#### 2. Meeting Minutes

- September Meeting Minutes
  - Change: none
  - **Approved by CONSENSUS**
- Annual Meeting Minutes
  - Change: It should note that Darrion is continuing his role as GM, and also that the board has monitored all policies and is in compliance.
  - **Approved by CONSENSUS**

#### 3. New Business from the GM

- Sales
  - Store sales are picking back up in October, which is nice because they were light in August and September. One possible external factor is the construction happening up the road. A few other downtown businesses have also noted a dip in sales.
- New products
  - Mike is doing a great job trying out new products. Some are a hit, some not so much. But it's important to keep the store feeling fresh.
  - There is a BOGO sale happening right now, which helps keep products at a lower price.
- Deli
  - The deli is still holding strong. We're trying out a self-service soup, and making 60 sandwiches a day, which sell well.
- UNFI Schedule change

- The delivery schedule struggle with UNFI has finally come to an end. It is at a reasonable time and no longer scheduled to be at 5:30am.
- Programming
  - Ben has set up some great programming with a documentary club and downtown nature walk both starting in the next few weeks. Although these aren't connected to the grocery world, it's great to connect with the membership, and Ben is open to suggested documentaries and speakers.
- Financials
  - Kerry asked again why the August and YTD Net Income are in the red, is it just because of sales? Darrion agreed. Factors like wages aren't adjusted, we're not cutting shifts if it gets slow. So it's really just sales that affect those numbers.

#### 4. Policy Governance

- EL9 Executive Succession
  - Kate led the discussion of the policy.
  - Darrion reported this as partial compliance, because there is no written plan of succession. A written plan is underway.
  - **Approved by CONSENSUS**
- M2 Accountability of GM
  - Pamela led the discussion of the policy.
  - Notes from last year said the board intended to do a 360 review in Darrion's second year as GM, which is now.
  - Tina shared the opinion of Michael Healy that 360 reviews are a bad idea and can feel adversarial. Tina asked if anyone on the board has had a 360 review and if they found it helpful in practice. Kerry said that the board did one for Sue and Norm, and it was a difficult process.
  - Kate commented that they're out of favor in the non-profit sector. That it can be hard to differentiate useful information from minor grievances, and that it's a lot of work for data that's not very actionable. Kate suggested getting feedback beyond the staff, from vendors and others who interact with management at the co-op.
  - Chris said that in his experience, an anonymous survey of the staff has been the most helpful and can reveal interesting information. But anything is going to be a ton of work.
  - Tina asked Darrion if he's had a 360 review, and he said he's participated in a few. But he hasn't found anything has come of them.
  - There was a proposal to remove the requirement of a 360 review, but keep it as an option. But Kate noted that doing it regularly takes out the adversarial quality and creates benchmarks that make the reviews more helpful.
  - Tina suggested hiring an expert to do an anonymous survey of the staff and possibly vendors. She looked into this, and the minimum cost is \$6k.
  - The board agreed to continue the discussion of M2.3.3 and the 360 review at next month's meeting.
  - Darrion asked about a professional development plan, and if he should have a written plan. Tina said that Sue and Norm never had a written plan, and simply sought out any professional development that they thought necessary. The board agreed that it is at Darrion's discretion to seek any professional development that he feels would be beneficial.
  - **Approved by CONSENSUS**
- G2 Board Job Description
  - Rio led the discussion of the policy.
  - **Approved by CONSENSUS**

#### 5. New Business for the Board

- Retreat Discussion

- Zea noted that we had a retreat in the summer, so do we need another one? At the summer retreat, the board felt that it wanted to do a joint-retreat with Darrion. So it's a discussion retreat, not an educational one.
- Kate noted that the board doesn't have an agenda for the fall retreat, so if it's happening in the next few weeks will it be as effective as it can be? There was some discussion about whether it should be structured or a more open discussion.
- Code of Conduct
  - Kate sent the final draft via email. Rio requested minor wording changes.
  - Chris asked about a leave of absence policy. It was decided that you withdraw, and the board can choose to re-appoint you when you're ready to return.
- Working Group to edit policies related to Bylaw changes
  - Kate noted that she has a list already of the minimal changes necessary.
  - It was decided that Kate will do it, and a working group is not necessary.
- December Meeting
  - Previously the board has held the December meeting at the beginning of January, and the January meeting at the end of the month. We can now skip the December meeting after the Bylaw change.
- Education Outreach Committee
  - Sam noted that the E&O Committee met and is planning to bring back the Coffee Dates. She'll give an update next month.

## **6. Assignments**

- G5: Kate
- EL7: Chris

## **7. General Session Adjourned 8:05pm**

## **8. Executive Session**

- The board entered Executive Session for approximately 5 minutes, for a statement on a personnel matter.