



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

September 17th, 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

Directors absent: none

GM present: Darrion Whalen

Members present: none

Others present: Kat Flynn

Facilitator: Tina Barney

Recorder: Larissa Sharff

PROCEEDINGS

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

1. Agenda & Announcements

- Check-ins, Introductions, and Reading of the Ends
- Board Emails:
- Member Comments: none
- Agenda Amendment: There will be time for Darrion to answer questions regarding his Compensation Proposal before the board goes into Executive Session
- Announcements: none

2. Meeting Minutes

- August Meeting Minutes
 - Change: a few hanging sentences were corrected.
 - **Approved by CONSENSUS**

3. New Business from the GM

- Coolers Issues
 - The 3-door compressor has failed again. Currently we've gotten it repaired.
- Deli
 - Breakfast sandwiches continue to be popular. Soups are on the way, and perhaps another hot offering as well.
- Outreach
 - Ben Fletcher, who works in grocery, is easing into an outreach role. He's got a lot of great ideas about programming and community engagement. Ideas include guided nature walks, documentary viewing and discussion, and cooking classes.
 - A local pollinators group will be using the library again for programming.
- GM Conference
 - Darrion attended a conference arranged by NCG for GMs of smaller co-ops across the Eastern seaboard. There was a discussion regarding bookkeeping and financial services needed by co-ops, and how NCG could arrange a way to offer these services.
 - Regarding our current situation, Norm is comfortable continuing his current role at the co-op.
- UNFI Schedule change
 - Darrion has been struggling to change the new delivery schedule given by UNFI, in which they want to deliver at 5am. Darrion has reached out to our NCG rep to help negotiate a new schedule.

- Financials

- Kerry asked why the July YTD Net Income was in the black last year and now in the red. Darrion explained that July is always a slow month and being in the black was a surprise. Our sales this year are still above budget.
- Kate asked about new member numbers, which opened a discussion about membership.

4. Policy Governance

- EL5 Financial Condition

- Kerry led the discussion of the policy.
- Kate asked about the working capital number, which seemed to have a typo.
- Zea asked about "deferred taxes". Darrion explained that we don't know what our taxes will be until end of year, so the deferred taxes is money set aside to pay taxes in the future.
- Kerry brought up last year's note regarding asking Darrion to suggest a new wording for EL5.7.2, specifically the word "maximize".
- A discussion was had regarding the co-op's high cash in the bank, and what that could be invested in. Suggestions included store improvements like the solar array.

- **Approved by CONSENSUS**

- G4 President's Role

- Chris led the discussion of the policy.
- If term limits are changed in the Bylaws via membership vote, then they will need to be changed in this policy. G4.2.1 will also need to be reworded to match.
- Kate felt that G4.5.1 should be reworded to say "The board president has no *independent* authority...". The board agreed to this change by consensus.
- Chris asked Tina if she felt anything should be included in this policy. Tina felt it was efficient and effective.

- **Approved by CONSENSUS**

5. New Business for the Board

- Annual Meeting Check-in

- Larissa will send out an email with sign-up info for prep and takedown at the Annual Meeting.

- GM Compensation Proposal

- Darrion answered questions from the Board regarding his compensation proposal.

- Officers

- All current officers are willing to continue in their role, assuming it's allowed by the bylaw change.
- Chris would be willing to become an officer the following year.

- Board Self-evaluation

- Tina noted that on average we were above average, so there are no glaring issues.
- Rio asked to have the packet earlier, at least on Thursday.
- Chris noted that we struggle getting from the brainstorm to the actionstorm.
- Sam appreciated the comments about CCMA and everyone feeling inspired. In other organizations she's heard that webinars and education inspire ideas. Kate agreed and said that it speaks to increasing our education budget, especially since there's so much interest in attending the next CCMA conference. Tina pointed out that we're looking for places to invest money and this would be a good one.
- Kate noted that there are different priorities for how we spend our time, whether we add social activities and/or member connection to the schedule. Tina worried that having optional social activities might leave out those who can't attend and feel divisive.
- Tina asked about the Fall Retreat, and whether enough notice would help the one person who said they can't do a weekend meeting. Tina will put out a doodle poll to plan the Fall Retreat date.

- Kerry pointed out that one of the lowest overall ratings was understanding of financial reports. Should the board build in some financial education?
- Check-ins
 - Larissa asked for a newsletter article. Tina will do a bit on nighthawks.

6. Assignments

- EL9: Kate
- M2: Pamela
- G2: Rio
- Add to October agenda: Edit policies to match approved Bylaw changes
- Education Committee will meet
- Tina will send out a doodle poll for the Fall Retreat date
- Larissa will send out sign-ups for the Annual Meeting

7. General Session Adjourned 7:55pm