



APPROVED MINUTES

Upper Valley Food Co-op | Board of Directors Minutes

May 25th 2021, 6pm | Videocall via ZOOM

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

Directors present: Kerry Rosenthal, Cat Buxton, Zea Luce, Carrie Kocik, Rio Pires, Tina Barney, Elizabeth Feinberg, Debbie Diegoli,

Directors absent: Kye Cochran, Sam Cronin, Johanna Mirenda

GMT present: Sue Miller

Members present: none

Facilitator: Kerry Rosenthal

Recorder: Elizabeth Feinberg

PROCEEDINGS

Open meeting begins at ... pm. Called to order by Kerry Rosenthal.

1. Agenda & Announcements

- Reading of the Ends: Kerry
- Board Emails: None
- Member Comments: None
- Agenda Amendment: None
- 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

- April Meeting Minutes
 - Changes: none
 - **Approved by CONSENSUS**

3. New Business from the GMT

- Building
 - Has been washed, and one side painted. Possible new projects will be brought to our attention soon
 - Recycled Containers
 - folks can bring their own containers to reuse, but cannot bring in containers to leave for others
 - DEI: NCG has a new BIPOC farm 'reunification and support' initiative that UVFC is hoping to support with pecans and watermelons.
- Numbers are coming back, slowly but surely we are seeing increases. But the loans/grants have provided welcomed breathing room.

4. Policy Governance

- Policy: EL 6 Budgeting: Carrie Kocik
 - The Board reviewed and discussed the policy.
 - Comments: A discussion ensued regarding whether we can properly create a budget as we are still reeling from the pandemic. GMT will propose a 1 year Business Plan for 2022 and we will return to a three-year plan for 2023. The monitoring of this policy is accepted with the the condition of a 1 year plan for

2022 with the intention of moving back to a three year business plan for 2023 and beyond.

- **Approved by CONSENSUS**
- Policy: EL 8 Communication to the BoD
 - The Board reviewed and discussed the policy.
 - Comments: Everything was in compliance and there were no questions regarding the monitoring of this policy. Tina asked if there needs to be a 'concession' regarding 'pre-meetings' that occur. Debbie reminded us that Governance discussions are with the whole board, but pre-meetings can occur.
- **Approved by CONSENSUS**
- Policy: G7 Cost of Governance
 - The Board reviewed and discussed the policy.
 - Comments: We are in compliance despite the rough year. Tina asked about a reasonable 'range of spending' for our board as compared to other Coop boards.
- **Approved by CONSENSUS**

5. New Business for the Board

Michael Healy Update

1. Three Options 1. renew with Columinate 2.* Renew contract with Michael Healy 3. Go without a consultant and see what happens *MH offered a discount of his \$180/hour fee if we contract for 15 hours a year. Cat, Debbie and Kerry offered their opinions regarding keeping Michael and the value of his discussions. Incoming/Upcoming Vice President and President have been invited to join these discussions as well to ensure a smooth transition to the new board. We agreed we are willing to consider a contract with MH moving forward for 15 hours a year as consultant but we have some questions before we finalize. We will report back next month.

Budget

2. Discussion

Most of the items remain the same. Our food costs have dropped this past year and likely will go back up again. Newsletter cost can be adjusted down a bit as we are mostly doing an electronic newsletter. We will keep some money there just in case. Columinate budget goes along with the MH discussion and will keep a line item for that. Biggest Questions: Board Retreats: Lead our own or hire outside? We will allow for the possibility of 3 people to go to CCMA for June, 2022. We agreed to accept the budget as written allowing for over budgeting as needed.

3. CCMA Reminder It is VERY soon! June 7 – 11. There is still time for people to sign up. Ask Kerry if you need to sign up email again.

4. Post-Retreat Discussion: As Jo was not here, we agreed to set aside the Post-Retreat discussion. Cat acknowledged that the final discussion will be not be in June, but will be July as some point.

5. Ad Hoc Self-Eval Committee:

- Discussion: Tina would like to see this move in the direction to something we want to do and something that would be helpful to us in our situation. Cat and Debbie appreciated the work that Tina put together and like the idea of an eval overhaul. Could it be a short, quarterly eval, or every six months instead of a yearly eval? Kerry proposed that Tina use what she has started, and make it into a 20 minute time frame format. Once completed we could generate an action list of where we need to go.

- Nominating Committee: Debbie has been very busy and is getting back to this soon and will have a bigger report next month.

6. Assignments

- Next month's Policy: EL & EL 1 Global and Customer Service / Sam Cronin
- Task: CCMA report back (All who go will report back)
- Harvest Celebration Planning Begins

7. Takeaways

- Kerry: Very happy about the numbers and how well we are doing. Our coop is in great shape and we are very gratified.
- Cat: Good meeting with lots of positive discussion. We are looking ahead to changes in the fall.
- Rio: We are thinking about the upcoming board changes for Fall.
- Debbie: We are looking forward to GMT report as we continue to manage the pandemic
- Zea: Much like Tina, encouraged by the numbers and customers as we move ahead.
- Elizabeth: 'Taking minutes!'
- Carrie: We have a lot of momentum and continue to make it successful.
- Tina: Our numbers are both 'good' in an absolute sense, and getting better as we move along. Our GMT is the best!
- Sue: We appreciate the support. We always operate as a team and it's so important. UVFC IS strong and getting stronger!

8. General Session Adjourned 8:04 pm