

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 19, 2018**

Board Members Present: R.J. Adler, Molly Anderson, Nadine Barnicle, Ilaria Brancoli Busdraghi, Sophie Esser Calvi, Lynn Dunton, Kate Gridley, Ann LaFiandra, Tam Stewart, Amanda Warren.

Board Members Absent: Louise Vojtisek.

Others present: Victoria DeWind (staff liaison), Glenn Lower (GM).

Board Monitor: Tam

Call to Order: The meeting was called to order at 6:33 pm.

Member-owner Business: Ann noted the newspaper story about historic markers which includes Clarence Fitch of East Montpelier who founded and served several co-operatives in the mid-20th century in Vermont. It was also noted that Greg's Market will reopened by Toni Neri as more of a grab and go market than grocery though deliveries will continue to be offered.

Approval of Minutes: On a motion by Ilaria, seconded by R.J., the minutes of Nov 28, 2018 were approved with all in favor and R.J. and Sophie abstaining.

GM Report: Glenn reported that the Co-op is participating in the VT Youth Works development program for Addison County youth and the program is going well. They receive on-the-job training in the store.

Lynn noted the generous profit sharing and suggested it could be seen as a form of compensation that raises the hourly wage. If the minimum wage is increased there would likely be lower profit sharing. Glenn said he will hold more focus groups in January to present the possibilities in raising wages.

Ann was pleased that peas were added to the Farm to Freezer vegetables though Glenn said the Co-op only carries a few varieties as it is hard to compete with Cascadian Farms prices.

EL 7 – Communication to the Board: Ilaria asked about the term member agreements in section 4. Glenn said that would be things like patronage dividend. Kate noted the negative directives contrasted with the positive language in interpretation. Tam said this could be reconsidered after the full year of using the CDS templates but its intent is to be less prescriptive and more inclusive. Molly supported its clear limits and sharing the CDS language with other co-ops. Glenn asked the Board for feedback on what data they want provided.

EL 8 – Board Logistical Support: Tam noted the great staff support which is extensive. Glenn said perhaps someday it could be a dedicated staff position.

The Board agreed that the EL 7 and 8 reports were on time with reasonable interpretation of sufficient data and in compliance.

BMR 2 – Accountability of the GM: Glenn said the current delegating works well and the Board relieves pressure on working on real estate, loans, leases, etc. Glenn said he has been thinking, now that expansion is complete, what's next and what new goal or vision can the Co-op

work toward. On-site educational opportunities were mentioned. Glenn said sharing ownership of the old store building makes renovation awkward to create space for a teaching facility. The Board agreed they follow the policy.

BMR 4 – Evaluating the GM: It was noted that the monitoring dates were incorrect. Review will be in December and an evaluation letter to the GM will be by the end of January. The term “reasonable person test” in Section 3 gives protection from ill-intention by some directors. Molly asked Glenn if he understands what he is evaluated with. He said yes. Tam said the evaluation letter is written by the President to give feedback on the year-long review of monitoring reports. It was agreed that monthly EL reports are an improvement of last year’s monitoring schedule.

The Board agreed they follow the policy.

Retreat: It is confirmed that retreat will be March 10 at 8:30 at the College house on Weybridge St. Tam suggested a similar “type 2” strategic conversation as before.

Molly said she could find few postings on her previous suggestion of no-growth business plans but suggested it can be part of looking at Glenn’s what’s next.

Amanda said expanding services such as curbside pick-up and deliveries can be a part of increasing accessibility.

R.J. suggested checking if the Co-op achieved its goals in expansion by revisiting the Co-op Conversations. Bias and serving all people are part of this.

Lynn suggested continuing to work on unconscious bias. After trainings taken, now is a time to learn who in the community is not feeling welcomed and find ways to implement steps to change that. An organizational culture change is needed to be more welcoming.

Staff have been reading White Fragility and the Board agreed they want to stay aligned with staff by reading and discussing it as well.

Kate suggested part of the day could include a training in listening which is important to consider and how it relates to the diversity discussion.

Nadine suggested accessibility is mostly cultural and economic disparity in the community and it is important to find out why people don’t want to come to the Co-op and how to address this.

Board Development Committee update: Kate presented her summary from the last meeting. Once by-law revisions are approved voting electronically will be used in 2020. The election process will include a mixer plus a meeting where candidates can ask questions about Board work in addition to encouraging applicants to read a Board packet, attend a meeting and speak individually to a Board director. The next step is to revise the application packet in time for the mid-March application deadline. R.J. offered to work on this.

Diversity Workshop Report: Lynn shared her take-away from the workshop.

- Be welcoming and inclusive in a culture of fear
- Avoid tokenism as it is demeaning.
- Equality vs Equity – how to level the Co-op and welcome all
- How to tap the highest potential of all staff
- Cultivate differences
- Core values are not visible and bias is based on visible features
- Go beyond first impressions and be open about being wrong.

- Support all kinds of differences and see where biases start
- Fear works against inclusion

It was suggested the Board consider the stereotype of the Board as it has mostly women and there are several college connections. It was agreed there are many kinds of diversity, not just skin color. Leadership must learn to be inclusive and learn skills to act on this and embrace differences.

By-Law revision: Due to running late with the agenda, Tam suggested that comments on the 4th draft be posted on Basecamp. The plan is to send a final version for legal review at the end of the month so that staff and member-owner focus groups can take place in January and February.

Executive Session: The Board voted all in favor to go into Executive Session for GM evaluation on a motion by Nadine, seconded by Kate at 8:20. The Board came out of the session at 8:38 with all in favor of a motion by R.J., seconded by Nadine.

Next Meeting – January 23, 2019.

Adjournment: At 8:39 the meeting was adjourned with all voting in favor of a motion by Ilaria, seconded by Ann.

Respectfully submitted by Victoria DeWind