

Middlebury Natural Foods Cooperative
Board of Directors Meeting
July 24th, 2019

Board Members Present: Molly Anderson, Nadine Barnicle, Erin Buckwalter, Lynn Dunton, Kate Gridley, Tam Stewart, Louise Vojtisek, Amanda Warren.

Board Members Absent: R.J. Adler, Ilaria Brancoli Busdraghi, Sophie Esser Calvi.

Others present: Emily Landenberger (staff liaison sub for Victoria), Glenn Lower (GM),

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:35pm.

Member-owner Business: A member-owner reported being pleased that we got rid of the curbs that were tearing up her car. Another member-owner reported having an issue removing the caps from the bulk pens due to her arthritis. A third member-owner reported that she hoped we'd go back to the old tape in bulk; the new tape is too thin.

Kate reported that a member-owner expressed that she was finally trying the method of using a pre-loaded gift card in lieu of a credit card for making purchases and she reported using her dividend breakdown to help her determine a monthly budget for preloading the card.

Lynn shared that a member-owner expressed that her dividend statement made her feel some shock to see how much she spent over the year. That customer also asked if that total reflected money spent before or after any discounts are applied. Glenn said he'd check and report back.

Louise suggested that we could try using a different colored gift card for this strategy of payment for purchases to make it "more of a thing".

Approval of Minutes: On a motion by Amanda, seconded by Tam, the minutes of June 26th, 2019 were approved with all in favor and Molly abstaining. There were no edits.

GM Report: Glenn shared some simple quick facts that Board members could share if member-owners asked why profit sharing checks were lower than expected. He reminded those in attendance that we made only half the profits we'd made the previous year and that our profit was about one penny on every dollar. He also reminded those in attendance that they could always pass the member-owners name and number to him for fielding more extensive questions or having more in-depth conversations.

Glenn referenced the NCG Participation report in the Board meeting packet and expressed that this report shared some interesting info for Board members. NCG now has direct contact with Board members rather than having to go through the GM.

Kate expressed shock that NCG recommends a goal of 10% annual growth in equity and shared her feeling that such significant growth can be an unhealthy goal. Glenn agreed that it seemed high, though he pointed out that growth in equity is growth in member-owners and perhaps this is less problematic than aspiring to have such significant growth in sales or other metrics.

Referencing his Ends report, Glenn shared that he always finds it challenging to find measurable data to demonstrate compliance on these topics.

He also pointed out that the report includes many staff voices, rather than just his own. He hoped that didn't lead to a disruption in the flow of his report. The change of voice is refreshing, according to Tam and Lynn.

Glenn shared that energy efficiency is the only category in which we did not make positive progress this year. Our expansion resulted in the use of more propane and an increase in the use of kilowatt-hours of power. This is mostly related to our larger kitchen and new equipment, such as the blast chiller and sandwich oven.

Nadine wonders if we anticipated this change during planning. Glenn reported that most of the energy modeling we conducted prior to expansion was related to the building envelope and not at all related to the kitchen. We didn't have a kitchen plan yet, nor had we met with the kitchen consultant. Nadine wondered if we worked with a kitchen consultant with an energy efficiency background. Glenn replied that this wasn't the specialty of the particular consultant we used. The consultant was someone specialized in helping co-ops set up their deli kitchens.

Lynn expressed that the way in which this data was reported made it difficult to compare energy efficiency pre- and post expansion. It seems that the data reported by Glenn in this particular report included whole-store usage relative to sales. He reiterated that the initial energy modeling was really just about whole-store envelope and had nothing to do with sales, but acknowledged that this makes it difficult to compare to the post-expansion data.

Determining energy use per square foot could be more useful data than using sales as the metric, Molly suggested. Glenn agreed that this could be a good way to measure and report this data and could better reflect whole-store improvements. Molly would also love to see the report acknowledge some of the ways that we're doing things well with regard to energy use.

Molly expressed that she was pleased with the diversity of the educational offerings. Tam agreed and said that he is particularly impressed with the quarterly newsletter.

Molly asked how many people are taking printed recipes. Emily shared that it varies and that she tries to take note of those that move well and those that don't so that popular recipes and themes can be repeated when appropriate. Molly wondered if more people were opting for digital versions and Emily shared that recipes do often receive a high click rate on our web page and e-newsletter, second only to sales flyer clicks..

All present voted with a thumbs-up that Glenn's report was on time with reasonable interpretation of sufficient data and in compliance. They also asked to pass on their gratitude to those staff members who contributed info to Glenn's report.

Ends 2, BP 6: Lynn had a question about the first part of the Treasurer's definition. It states that "the treasurer will lead the board's process for creating and monitoring the Board's budget." She feels that this isn't quite describing her role effectively. Louise shared that there is also a typo in the Secretary's description. Tam mentioned that there will be opportunities to edit this content. Meanwhile, as written, all present voted with a thumb's up that they are compliant with the described officer roles.

Officer Elections: These roles are uncontested, though, for best practices, Amanda suggested that the group still conduct a vote via paper ballot. Glenn passed out paper and votes were cast. The vote was unanimously in favor of re-electing the existing officers:

Tam - President, Kate - Vice President, Louise - Secretary, Lynn- Treasurer

Louise let her fellow Board members know that she's open to serving as Secretary for one more year but is not interested in serving in this role beyond that.

Kate suggested that it might be a good time to begin thinking about a discussion on succession planning. Tam and Kate's terms end in 2020, so if they chose not to run again, the offices they hold would be open without necessarily creating an opportunity for the new officer to overlap with the outgoing officer. Several agreed that this should be a project for the upcoming year. Nadine suggested that this could be a retreat topic.

Committee Chairs: Board Development Committee (BDC) chair is up for grabs, as Kate will be stepping down. Kate shared that she believes R.J. is interested, though, in his absence, it's difficult to speak for him.

Kate summarized the BDC Chair job description: Scheduling elections, publicizing elections, making sure elections happen, coordinating communications with Admin. staff (Karin), answering any questions of those who want to run, communicating with candidates throughout their candidacy, gathering needed materials from them to promote their candidacy (photos, bios, etc), organizing and facilitating vote counts, providing orientation to new Board members, checking in with new Board members periodically to see how things are going, monitoring Board attendance, recruiting potential new Board members.

Tam proposed adding BDC discussion back to the agenda for the next Board meeting so that R.J. could be present to speak for himself should he be interested in filling this position.

Tam moved that those in attendance anoint Nadine as Communications chair. Amanda seconded that. All present voted in favor. Molly asked to be a contender for this position when Nadine is ready to pass the torch.

Summer Retreat: The group discussed whether or not to have a summer retreat. Tam pointed out that this could take a different format, such as a long dinner at someone's home, and not necessarily consist of a typical full-day retreat. Amanda pointed out that many Board members will be away in August and that it may be difficult to find a time that will meet everyone's needs. Tam agreed and stated that there aren't pressing issues to discuss and that there may not be a strong need to have the summer retreat. All Board members present agreed to forgo the summer retreat and instead have a normal August meeting.

Gov Policy Review: Tam shared the notion that these items could be posted to Basecamp for group review and discussion in an electronic format in an effort to limit the significant amount of meeting time spent going through them over the course of the year. He shared that he discussed this idea with Michael Healy and Healy agreed that if all is going well, there isn't a significant need to continue to work them over in a meeting format after already having done so for a year. All agreed.

Amanda asked if there could still be a system in place to either list these in the Board meeting packet as items that would soon be posted for discussion, or perhaps there could be a specific rhythm or schedule to the way that they're posted each month. She felt this would lead to greater accountability with regard to reading and reviewing them. Tam agreed. Louise also proposed that all Board members post at least one comment on Basecamp each time they're

posted, noting that they read them and stating whether or not they have edits for the sake of increased accountability. All present Board members agreed.

Lynn asked if Glenn had a General Manager (GM) job description. Glenn said that one does exist, but it's very general and basically states that he will move things in a forward direction, advance the Ends, etc. Tam stated that Policy Governance changed the notion of a GM job description in that the Executive Limitations define the GM position and his reports on these are his way of demonstrating having met these. Lynn suggested that we add this to basecamp, as well.

MNFC Name Revision: Glenn reported that there's really no action to report on this topic. He shared that he prefers to think of this as a function of the overall focus on diversity, equity, and inclusion, rather than thinking of a name change simply for the sake of changing our name. He also shared that he's a little unclear about his role in making this change. Should he lead the charge? If so, he also wanted to share that he's lukewarm on the idea, making it challenging to lead the charge with enthusiasm.

Erin asked for the one-minute background, so Glenn summarized it.

Tam expressed that he appreciated the idea of framing it within the context of diversity, equity, and inclusion. He expressed his feeling that it should be an operations issue.

Kate wanted to hear an argument of why it should be an operational issue. She felt that the Board should be involved in the discussion in some way. She referenced Glenn's reticence with regard to the website overhaul, and in that instance, the Board helped encourage him by creating an EL to check in and move the process along. She felt that this resulted in some very positive changes and wondered if this could be a similar situation.

Nadine reflected on Karin's presentation to the Board on this topic and remembered that Karin was very open to this idea, presenting many valid points indicating potential improvements in the Co-op's public perception, particularly with regard to feelings of inclusion among the broader community.

Lynn shared the idea of a collaborative Board/Operations process and stated that there could also be room to bring in an outside professional like Matt Dodds from Brandthropology. Emily asked if Matt had presented on this topic to the Board in the past. Some Board members expressed remembering this presentation, though there are now several newer Board members weren't serving at the time of Matt's presentation. Erin asked for the notes from Brandthropology on this topic and Tam stated that he thought these documents are available on basecamp. Nadine confirmed this.

Molly suggested the formation of a task force, including both members of the MEM department and members of the Board, to further explore this topic. Tam asked for it to be placed on the agenda for the next meeting for further discussion.

DEI: Migrant Justice: Louise expressed a desire for feedback on this topic. She was involved recently with a racial justice group that met regularly to discuss issues of diversity, equity, and inclusion and read books about racial justice, including *White Fragility*. Her time with this group made her aware of how much she had to learn on this topic, particularly with regard to the living conditions of migrant workers in our community. She described an experience in Shaw's where she waited in line behind a large group of migrant workers sending money home to their

families. It occurred to her that this was likely not a group of individuals that she would see visiting the Co-op. After learning more about their living conditions, she discovered that many lack adequate equipment to cook at home. She proposed the idea of having someone from a Migrant Justice group come to speak to the Board. She hoped to identify places in which our Missions and Ends overlap and explore opportunities for collaboration. She expressed a desire to continue to learn more about this topic and see if there are partnerships that can be made or responsibilities that we have as a Co-op to better welcome and assist these individuals.

Molly shared that she's also involved with Migrant Justice and expressed that what they need most right now is bail money for those being picked up by ICE. She's not sure that this is something that the Co-op can assist with. Louise shared that she recognizes that any financial involvement should be made at a personal level and that her primary interest for the Board was to explore potential overlaps in our missions and Ends, particularly those that involve the intersection between farm workers and food security.

Nadine suggested reaching out to City Market to explore the ways they might be involved with their migrant community. Molly stated that Addison County has even more migrant workers than Chittenden County and Louise expressed that her interest is in helping those specifically in our County.

Erin mentioned the Huertas project out of UVM and that they might be a good resource. She suggested that the Board reach out to someone named Theresa, who may be a good candidate for speaking with the Board on this topic. Molly shared that Theresa has written a book on the topic of the Huertas project. It was suggested that Molly to put this on basecamp and she agreed. Louise offered to reach out to Theresa to invite her to be a guest at a meeting, though Molly expressed that she knows Theresa and would be willing to extend an invitation.

Molly also shared the idea of beginning an Addison County Huertas chapter.

Glenn then suggested having a Rally for Change to benefit this group of community members, though he recognized that there is a long waiting list of beneficiaries for this program. Molly also suggested the Empty Bowl Dinner as an opportunity to perhaps benefit this group of community members. Lynn wondered if we could add an additional half hour to the September meeting for this discussion with Theresa to happen.

Glenn wondered if we might move this gathering to Ilsley Library to open it up to the public and invite the local SURJ (Standing Up for Racial Justice) group to be involved. All present agreed that this could be a great idea. Tam also suggested inviting staff and Board members from other area Co-ops.

Communications: For August the Board will be recycling an older article for the e-news and Kate is on board for the next print article.

Next Meeting: August 28th, 2019

Adjournment: At 8:29 the meeting was adjourned with all voting in favor of a motion by Louise, seconded by Nadine.

Respectfully submitted by Emily Landenberger