

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
June 26, 2019**

Board Members Present: Nadine Barnicle, Erin Buckwalter, Ilaria Brancoli Busdraghi, Sophie Esser Calvi, Lynn Dunton, Kate Gridley, Tam Stewart, Louise Vojtisek, Amanda Warren.

Board Members Absent: R.J. Adler, Molly Anderson.

Others present: Ross Conrad (member-owner), Victoria DeWind (staff liaison), Glenn Lower (GM), Greg Prescott (Store Manager).

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:32 pm.

New Director Welcome: Erin Buckwalter was welcomed to her seat on the Board. She was elected by member-owners replacing Ann LaFiandra and had her orientation on June 25th. Glenn said a change notification is sent to the State Liquor Control Board with every change in directors.

Member-owner Business: Ross attended the meeting to ask the Board to further consider his comments at the Annual Meeting regarding the bylaw change vote. He is concerned about the changes and the process leading up to the vote. He feels strongly that removing the phrase “offering healthy food at the lowest possible price” takes away one of the fundamental principles of the Co-op. He also feels language supporting the member worker program should have remained. He suggested that many people did not understand what they were voting on and there should have been a better education process about the changes. He said substantial changes should have been voted on separately from the minor ones. He asked the Board to consider having a revote.

Tam responded that the Board had reached out to Ross with a draft of new bylaws and highlights of changes. Ross’s concern at that time was about sugar and the word “natural” in the Co-op name. Tam felt that the Board tried to make the bylaw change process as transparent and meticulous as possible. Ross pointed out that the annual report only had new language without old language crossed out for comparison. It was agreed they will inform him when they can give more agenda time to consider his concerns.

In other business, Ilaria reported a comment that lamented the absence of basic, plain scones.

The Board also agreed that posting the meeting agenda on-line would be a good idea and reference that on store notices.

Approval of Minutes: On a motion by Amanda, seconded by Lynn, the minutes of May 22, 2019 were approved with all in favor and Erin and Ilaria abstaining.

GM Report: Greg came to the meeting at 6:40 to discuss his idea for supporting downtown businesses next summer when Main St. and Merchants Row are closed. The Co-op has leased 13 Washington St. and he proposed the Co-op offer use of the space for two weeks each to downtown businesses. The Co-op would promote the “Pop Ups” with posters, social media and in the newsletter. Glenn has started conversations about this proposal with several people who are working to support businesses – Neighbors Together and Better Middlebury Partnership (BMP). The Board supported the proposal and suggested also talking to Greg Tomb regarding

FedEx deliveries, Jim Gish as town representative for the project and Community Barn. Greg will attend a July 10th meeting with BMP. (Greg left at 6:52)

Glenn noted the invitation to City Market in September for lunch and discussions with CE Pugh, Executive Director of NCG. Lynn, Kate and Erin expressed interest in attending.

Lynn mentioned *The Library Book* which is about libraries as inclusive institutions. With large populations, including many in need, using libraries, they are bringing in social service organizations to support access to their services. It was suggested that the Co-op could hold meetings and presentations about the Co-op and Food For All at Ilsley.

2019 Ends Report (Part 1): Glenn requested feedback on the amount of data. Several directors commented it was clear, had a good mix of graphs and text, the check boxes on each section were helpful, the customer count graph was helpful, they appreciated the staff reports and the new buying criteria report that were added.

Kate asked about the customer survey result of 59% on availability of products. As shopping is personal to each customer, this question may be too general and is not useful. There was a more specific follow-up question. It was noted that NCG has found most people shop in multiple stores and the Co-op will not be able to provide everything for all.

Glenn noted a meat producer's claim that natural nitrates (celery salts) are more dangerous due to high concentrations needed to be effective than artificially added ones but MNFC criteria does not allow artificial preservatives. While organic produce is not tracked separately, Kira estimates that about 80% is organic. The largest part of conventional sales is local apples and cider.

Sophie noted the support for local social service agencies and suggested telling this story to the community. It was noted how well the co-op does with competition from other stores.

Erin asked why co-op receipts do not show a local sales total always. Glen will look into that.

The Board agreed that the Ends Report was on time with reasonable interpretation of sufficient data and in compliance.

BP5 – Directors Code of Conduct: Tam noted that section 2 - d & e will be taken out because of the bylaw changes. As required in Section 2 – b, directors verbally reported potential conflicts: Amanda and Sophie said their spouses worked for Co-op vendors and Erin works for NOFA.

Director Meeting Schedule: The Board agreed to 4th Wednesday meetings except in November and December. Meeting times will only change if a quorum is not possible.

Annual Meeting Review: It was agreed that American Flatbread is a good venue for ease on staff, parking and location in spite of the challenging acoustics. The food attracts many participants. Proper use of the mikes would help people hear. Karin suggested Board directors should be more identifiable, perhaps by wearing matching T-shirts. The large attendance makes viewing the visuals difficult.

Lynn asked if the financial report could have final numbers. Glenn said the report can't be ready the first week in June which is best time for Flatbread. It was agreed that meeting notes will include new director names and not outgoing director names. Per the request to better promote using gifts cards, Louise suggested that a card with a different name and/or color be

offered. A discount for using one and giving them out to all customers to fill might encourage use. Glenn said a discount would have to be more than the credit card fees to be an incentive.

Governance Policy review: Tam suggested that time on each agenda be set aside for reviewing 2 or 3 policies at a time rather than all at once. They will be posted on Basecamp prior to the meeting.

2019-20 Work Plan: Tam suggested adding dates for the Co-op events listed. It was agreed to remove the header for quarters. Important topics and “what’s next” can be added to Key Tasks. Diversity, Equity and Inclusion (DEI) should be added. Glenn said all co-ops are working on this. He suggested that a name change for MNFC is part of DEI as a way to be more inclusive to the community. The draft work plan projects will be discussed at the July meeting.

Next Meeting – July 24, 2019.
Board Officer Election
Policy Revision
August retreat?

Adjournment: At 8:32 the meeting was adjourned with all voting in favor of a motion by Amanda, seconded by Nadine.

Respectfully submitted by Victoria DeWind