

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
August 28, 2019**

Board Members Present: R.J. Adler, Molly Anderson, Nadine Barnicle, Erin Buckwalter, Ilaria Brancoli Busdraghi, Sophie Esser Calvi, Lynn Dunton, Tam Stewart, Louise Vojtisek, Amanda Warren.

Board Members Absent: Kate Gridley.

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

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:36 pm.

Member-owner Business: None

Approval of Minutes: On a motion by Molly, seconded by Ilaria, the minutes of July 24, 2019 were approved as amended with all in favor and Ilaria, R.J. and Sophie abstaining.

GM Report: Glenn asked directors to send any questions they get about the Seven Days article about the \$15 wage union drive at City Market to him so he can respond. The Board discussed the other benefits City Market offers such as paying health care premiums and discounts that should be considered in total compensation. Debt payments on their recent expansion will make a wage increase challenging. Molly appreciated MNFC's effort to start wage increases. Glenn said his intention is to reach \$15 before the state mandates it.

Glenn said he will remind directors and organize carpooling for those interested in the lunch at City Market with CE Pugh who is CEO of NCG.

EL Monitoring:

EL 1 - Financial Condition and Activities: Glenn said he is reporting in compliance. He clarified that the 8.6% sales growth is for the first quarter; 6.8% is for July.

EL 10 – Informational Technology and Digital Communications: The Board agreed that the work for this EL is going smoothly and only needs once-a-year monitoring. Glenn suggested it take place in the winter. R.J. asked about the status of electronic voting. Glenn said that it is on his list and he has a consultant lined up. He will report back to the Board in November. All voted in favor of a motion by Ilaria, seconded by Nadine, to change the monitoring schedule for EL 10 from twice a year to once a year in the winter.

Louise appreciated the goal for communications to make the Co-op more accessible, approachable and fun. Ilaria noted the 100% newsletter delivery but only a 40% open rate. R.J. said that was considered a successful rate.

The Board commented on the work of Bill Gessner to help co-ops and his generosity. The end of the publication of the NCG Cooperative Grocer magazine was also noted. Glenn said something electronic will likely take its place.

It was agreed that EL 1 and EL 10 were on time with reasonable interpretation of sufficient data and in compliance.

BP7 – Board Committee Process: Amanda shared an idea she learned about from a friend

who is on the Board of Onion River Co-op. At their meetings, each director takes turn researching and presenting how the Board is meeting the BP goals. While there was concern about finding good data and additional workload, Amanda offered to try it for the February meeting.

Molly noted that the BDC charter is quite detailed and the Communications charter is vague and only one sentence. She felt the various modes of communications could be included in the charter. Tam suggested they are global policies and leave room for flexibility and open to revision. Molly agreed to propose new charter language at the next meeting.

R.J. said that he is not able to take on the role of BDC chair as moving to Montpelier will limit his time available for Board chair responsibilities. Amanda offered to take on the role and Glenn offered staff support. All voted in favor for a motion by Tam, seconded by Louise, to appoint, with appreciation, Amanda as BDC chairperson.

Policy Register Review: The Board adopted with only some revision the new register used by most co-ops last year. It had been agreed to review the policies after monitoring them for one year. This started on Basecamp last month and Tam asked how the many comments should be used; should there be a point person to organize them. With so much input he asked the Board to consider if it is necessary to make changes other than substantial ones. R.J. said that the process of monitoring policies will always show if they are working for this Board. They will be viewed based on the current situation at the time. Molly agreed that only if they are not serving the Board should time be spent reviewing work already done. Amanda said it is a metric of Board success in meeting goals to let go of word smithing and put time into other work. It was agreed to take another year and Louise will create a list of really necessary changes.

Diversity, Equality and Inclusion (DEI): Glenn said the one policy revision comment he took note of was that MNFC Ends do not include inclusivity which is a pressing issue for the Co-op. The Ends guide and affect how the Co-op functions in all areas so adding DEI is an important consideration. The Board agreed this needed further discussion perhaps even as a retreat topic. Glenn said he thought this is a Board issue but whole staff input would be beneficial. Tam suggested especially Karin and Emily be involved as this is a communication issue as well. It was suggested that considering a name change could also be a step in addressing DEI concerns. (Amanda left the meeting at 8:00.)

Molly summarized the name change committee meeting in which pros and cons were looked at. It was agreed that “Natural” has less meaning these days, “Middlebury” limits the Co-op, and people say “co-op” not “MNFC”. However it was recognized that name changing should be part of a major change and in hindsight the expansion may have been the time to do it. The Committee suggests waiting for another major change as a name change by itself won’t increase inclusivity and diversity. It was suggested that delivery/pick up service may offer that opportunity. The Board recognized that such service would have to include everyone, not just those in need. It was agreed that an outside consultant was not necessary but a cost/benefit and market assessment would be helpful.

Nadine raised concern that this is an operational issue, that such service often serves the more elite and she thought DEI work should come first. R.J. agreed that changes should be part of DEI work, this should “not be about us” and DEI was a more important goal. Molly did not see this service as the best way to address DEI and there was no compelling reason for it now. The Board

agreed it will further explore other avenues for increasing DEI. Glenn will look into delivery service as its own program.

Louise reported that she had been in touch with Teresa Mares, UVM professor, who has agreed to do a talk about Migrant Justice and food insecurity for migrant workers in the dairy industry and how to meet their needs. It was agreed this should be a community event at Ilsley or the UU church. She has offered some dates in October. Molly said it would be good to include the voices of people who work with Migrant Justice and farm workers. Erin said this should be planned in coordination with the Migrant Justice boycott. Lynn felt it is important to learn what Migrant Justice's agenda is and have them to a Board meeting to educate them and be better prepared for a community event. It was agreed to offer Teresa \$200 compensation for her presentation.

Agenda Postings: As postings would go through Karin for posting on social media, the limited lead time and given that many don't do social media, the Board decided against posting the meeting agendas.

Communications: Nadine is writing the October article. Erin agreed to do November and Louise will do December.

Next Meeting – September 25, 2019.

BDC and Communications charters

Ends and DEI discussion

EL monitoring

Adjournment: At 8:28 the meeting was adjourned with all voting in favor of a motion by Louise, seconded by Nadine.

Respectfully submitted by Victoria DeWind