

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
November 20, 2019**

Board Members Present: R.J. Adler, Molly Anderson (6:39), Nadine Barnicle, Ilaria Brancoli Busdraghi, Erin Buckwalter, Lynn Dunton, Kate Gridley, Tam Stewart, Louise Vojtisek, Amanda Warren.

Board Members Absent: Sophie Esser Calvi.

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

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:30 pm.

Member-owner Business: There was discussion of reported mistakes on store receipts in sale prices, wrong PLUs, jar tare weights, etc. Kate also asked if there had been any decision about customers being asked “are you a member?” No decision has been made. Erin said she was glad the Co-op was doing round ups at the registers quarterly. Ilaria mentioned a customer who had not gotten a response to repeated notes in the suggestion box.

Approval of Minutes: On a motion by Ilaria, seconded by R.J., the minutes of October 23, 2019 were approved as amended with all in favor and Erin, Kate and Nadine abstaining.
(Molly arrived)

Election Cycle Recruitment: Nadine said there is already someone interested in running for the Board and they will attend the December meeting. R.J. said he knew someone who might be interested as well. Amanda, chair of the BDC, said the recruitment package has been edited and the application deadline is March 15. Her contact information as well as a URL link will be added. She said “meet and greets” will be planned for January and February. R.J. offered to do tabling in the store again. Meeting with a Board member as well as attending a meeting will be recommended but not required. Kate said it’s important to try to keep the Board diverse.

Winter retreat: It was confirmed that the retreat will be on January 26th at the Nichols House on Weybridge St. from 8:30 – 3:30. The Board agreed to Erin’s suggestion that the regular meeting be part of the retreat instead of holding two meetings that week. It will be posted as 2-3:00 pm.

GM Report: Glenn reviewed the plans for electronic voting next May. The Co-op intends to engage *Simply Voting* to administer the elections. The paper annual report with electronic voting instructions will be mailed out to all 5,500 current member-owners. It will also be emailed to member-owners for which the Co-op has email addresses (4,500) with a voting link. There will be no paper ballots and member-owner numbers will be required. Candidates will be randomly listed to avoid preferential placement on the ballots and increase objectivity in voting. Twenty \$50 gift cards will be raffled off to voters as an incentive. Voting in-store will be provided to those who don’t have access to a computer or internet. *Simply Voting* will tabulate the results. R.J. suggested setting up a computer in the Front End in the store for people to use. Kate thought this would be a good way to introduce more electronic communication in the store. There was also a question if there is an app available for tablets or phones.

The effort Glenn has made to support the Downtown in planning for next year's construction was praised by the Board. This includes Middlebury Money and the Midnight Strolls. Kate hopes the story of Co-op community programs and support will be told as suggested by CE Pugh last fall. As the Addison Independent is not always responsive to the Co-op it was suggested that HOPE and CVOEO could tell their stories of Co-op support. Molly said her students have done price comparisons and the Co-op is often lower than conventional stores on non-sale items. Amanda suggested posting receipts to show price comparison as other stores do. Using social media and Front Porch Forum were suggested as best way to publicize events and share the Co-op stories.

Glenn briefly summarized the all-staff meeting about strategic planning. 75 attendees answered two questions in small groups. They were asked to comment on what works well and what can staff do to have impact in the community.

EL 1 – Financial Condition and Activities: Glenn clarified that the NCG recommended growth of 10% was in member-owner equity. It was agreed that EL 1 was on time with reasonable interpretation of sufficient data and in compliance.

BMR 1 – Role of the Board: The Board agreed to the suggestion that paragraphs in BMRs have bullets instead of numbering. The board agreed that they are compliant with the BMR.

BMR 4 – Evaluating the GM: Tam explained that this is not to be monitored at this meeting; it just defines the evaluation process. Evaluations include internal reports that include the 12 months of monitoring reports submitted by the GM. External reports are audits or third party investigations. Direct inspection is by a director who will meet with the staff about finances and insurance.

Communications: Amanda was praised for sharing her personal story about food as a great addition to the newsletter. Having different voices is a good step in reaching member-owners.

Deli Sandwiches: Kate reported a member-owner frustration about not having made-to-order sandwiches available and asked why they are not available. Glenn said the Deli is not set up for this. It was suggested that a sign be posted to explain why they are not available. Nadine suggested that sandwiches for gluten and dairy-free diets be added to the menu. Glenn and Greg continue to work on this and will be included in the strategic planning.

Executive Session: At 7:45 the Board voted all in favor of a motion by R.J., seconded by Erin, to go into Executive Session. The Board voted in favor to come out of Executive Session at 8:29 on a motion by Nadine, seconded by R.J.

Adjournment: At 8:31 the meeting was adjourned with all voting in favor of a motion by R.J., seconded by Nadine.

Respectfully submitted by Victoria DeWind