

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 26, 2020**

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

Board Members Absent: R.J. Adler, Erin Buckwalter.

Others present: Victoria DeWind (staff liaison), Michael Healy (member-owner and consultant), Glenn Lower (GM),

Board Monitor: Louise.

Call to Order: The meeting was called to order at 2:15 pm.

Member-owner Business: None

Approval of Minutes: On a motion by Amanda, seconded by Lynn, the minutes of December 18, 2019 were approved as amended with all in favor and Nadine abstaining.

Elections: Kate reported that Board officers met to consider appointing a new director for when R.J. steps down in March. They agreed to set a time-line for this process at the February meeting and have Esther Thomas submit a candidate packet. There are three tabling events planned in February. Molly offered to do one in March. It was agreed to post invitations to potential candidates on Front Porch Forum in several towns.

Communications: Newsletter articles: Ilaria in March, Lynn in April, and Sophie in May. Suggested topics were zero waste, policies and retreat topics.

GM Report: There are many reports on DEI included in Glenn's report. The NCG bulletin posted on Basecamp is about their strategic thinking on diversity and being more welcoming. Glenn would like to use the NCG poster with staff and include a simple goal in his business plan. Glenn reviewed the impacts of the closing of Kimball Brook Farm and Harris Farm. As well, the produce supplier Black River has been bought out by a VA company. Black River has been supplying MNFC for 25 years. A new supplier may be researched. City Market now uses Four Seasons in PA. Distribution of local products is a big challenge and affects meeting the MNFC Vibrant Local Economy End.

(Amanda left the meeting at 2:40)

Glenn reported that the new security cameras have been valuable for safety, security and incident recording.

EL 0 – General Executive Restraint: Glenn said this is covered in other ELs and includes a table of past monitoring all with acceptances. Therefore, he reports in compliance. It was agreed that this EL gives the Board a chance to review plan implementation when needed for compliance. It was agreed that EL 0 was on time with reasonable interpretation of sufficient data and in compliance.

EL 10 – Informational Technology and Digital Communications: It was agreed again that monitoring this EL once a year is sufficient. The Board wants to have a review of electronic

voting after it is complete. It was agreed that EL 10 was on time with reasonable interpretation of sufficient data and in compliance.

BPO - Governance Commitment: This is a statement of intention to maintain governance standards. The retreat is a good example of Board work. It was agreed to change members to member-owners. There was consensus that the Board is making progress on the BPO.

Next Meeting: The Board will gather at 6:15 to have a tour of the Cave before the 6:30 meeting at 13 Washington St. The agenda will include a retreat follow-up. It was agreed that the March meeting will be held on the 25th in spite of three directors being unable to attend.

Adjournment: At 2:58 the meeting was adjourned with all voting in favor of a motion by Ilaria, seconded by Sophie.

Respectfully submitted by Victoria DeWind