

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

Board Members Present: R.J. Adler, Molly Anderson, 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), Ying Liang (observer).

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:33 pm.

Member-owner Business: A notice from Greg Dennis about an event was shared. Doing Business in a Changing Climate, sponsored by ACORN and ACED will be held March 9th at 5 pm at Danforth Pewters.

Yin Liang introduced herself. She is an organic farmer in China and is learning more about the co-operative ownership model as part of an effort to revitalize the natural food movement.

Approval of Minutes: On a motion by R.J., seconded by Molly, the minutes of January 26, 2020 were approved as amended with all in favor and Erin and R.J. abstaining.

New Director: The application of Esther Thomas to replace R.J. had been shared on Basecamp. All voted in favor of a motion by Amanda, seconded by Erin, to appoint Esther to fill out R.J.'s term as director.

Molly informed the Board of her application for extended work in Canada and Mexico for part of the coming year. In spite of this she wishes to run for another term on the Board. The Board supported her doing so with this being a small part of the three year term along with the possibility of being home when a meeting is scheduled and using video conferencing. Amanda will be off mid-year for maternity leave. R.J. suggested adding language for extenuating circumstances to the attendance policy but it was agreed to postpone consideration of that idea.

Director Departure: Kate presented R.J. with the Board gift of two pewter goblets in recognition of his many contributions to the Board and Co-op. He said he loves the store, tabling, being part of the community and his 6 years with fellow directors have been a wonderful part of his life.

2020 Board Elections: Amanda said that Kate and R.J. tabled in the store. Molly will in March. All incumbents intend to run and no other applications have been submitted. The deadline is March 15th. Victoria said member-owners who have not given the Co-op their emails are being prompted to do so for e-voting.

Board Budget: Lynn reviewed the steps she is taking in creating the budget to be presented at the March meeting. She is reviewing Director and Officers insurance policies, the Columinate contract, Board stipends, Annual Report including mailing and the contract with Simply Voting.

GM Report: Glenn requested a motion concerning Workman's Compensation and the Board. R.J. moved, seconded by Erin, to authorize the exclusion of the Executive Committee of the Board from Workman's Compensation. All voted in favor.

Glenn briefed the Board about Simply Voting. Member-owner will have to provide their name and member number to vote. A computer will be set up in the store for those without access or needing help. Instead of a voting coupon, voters will be entered into a raffle. Last year's coupons totaled about \$2,000.

Karin is exploring a trial program of case pre-order for farm workers as well as getting MNFC qualified for WIC customers. *Forgotten Farms* will be shown at the Marquis March 4th at 1, 4 & 7pm.

EL 9 – Emergency GM Succession: The plan designates Greg Prescott to step in as interim GM. This is the same as last year. Glenn continues to work with Greg to get him up to speed. He brings great skills in working with staff and customers. Who would succeed in Store Operations will be worked on. Kate suggested that the Board develop a succession plan as well with the possibility of depleted Board experience. Board officers have been working on officer job descriptions for the Board policies.

EL 1 – Financial Condition and Activities: Ilaria asked about “future opportunities” in the global policy. Glenn that is just for planning and being flexible to meet new opportunities rather than being a specific goal. Molly asked about the low point in the Debt to Equity graph. That came at the time around the expansion. The graph will change with member loan paybacks which are starting this year.

The Board agreed that EL 1 and 9 were on time with reasonable interpretation of sufficient data and in compliance.

BP 1 – Governing Style and BP 2 – The Board's Job: Ilaria asked about BP 1 – 4 “habits of successful democracy”. It seems very vague. Tam suggested that there are too many elements to itemize and one can monitor by asking if anything is going against it. Kate suggested looking at the syntax and grammar in these BPs at a future time.

All agreed the Board is following these BPs.

Communications: Sophie will write the May article. Lynn's April article will cover the budget and how it relates to the Ends. She will explore creating budgets for organization with Co-op values and the tension between the lowest possible prices and increasing wages and supporting local producers.

Retreat Follow-up: While other co-ops tend to have diversity, equity and inclusion in their Ends, the Board supported Glenn's preference for creating an Executive Limitation for it and incorporating it into a work plan. The Board considered if language could be added to EL 5 - Treatment of Customers but decided the goal is more global and general than EL 5. Molly asked if differences in staff salaries would be considered inequitable but the Board agreed that unequal is different than inequitable. Ilaria suggested that Glenn prepare a mock report to see what data would be used and how it might be monitored. This could also help determine the language and

structure for the EL. Glenn requested time to work on this and that it be considered at the May meeting.

Kate noted the pronouns being added to staff name tags and how this supports the intention to make the Co-op more welcoming. It is increasingly used in many places. Glenn noted that the Co-op has held two staff workshops on gender identity and adding pronoun is voluntary.

Executive Session: At 8:07 the Board voted all in favor of a motion by Ilaria, seconded by Nadine, to go into Executive Session for the GM annual report and compensation. The Board voted all in favor to come out of Executive Session at 8:24 on a motion by R.J., seconded by Ilaria.

Adjournment: At 8:26 the meeting was adjourned with all voting in favor of a motion by R.J., seconded by Erin.

Respectfully submitted by Victoria DeWind