

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
April 22, 2020**

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

**Board Members Absent:**

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

**Board Monitor:** Louise.

**Call to Order:** The meeting was called to order at 6:34 pm via Zoom video.

**Member-owner Business:** Several directors commented on customer feedback and thanked Glenn for responding thoroughly with kindness and patience. Many are grateful for the curbside pick-up. Amanda asked if it is possible to do daily website posts on product availability as done at Hunger Mountain. Glenn said MEM staff is limited right now. Molly asked if aisles have been made one-way as at Hannaford. Glenn responded no.

**Approval of Minutes:** On a motion by Molly, seconded by Lynn, the minutes of March 25, 2020 were approved as amended with all in favor.

**GM Report:** Glenn covered several topics on store operations. There will be no e-newsletters for the near future. Sales are up but 20-25% of staff are out for various reasons. Six staff have been tested for the virus and all were negative. Staff that are working are now required to wear masks and are rising to the challenge of wearing them. The Deli closed after sales plummeted but Deli staff have been a huge help in all the other departments. Curbside pickup adds extra work but has settled in with about 100 orders per week. The space required as well as staff time and logistics would make it challenging to continue when the café seating is open again. Ordering has become more reliable with trucks coming more consistently and order limits being lifted but about 25% of orders are listed as out-of-stock. While customer counts are down by about 50%, basket size is about double. One challenge is at times the store is really busy, especially in produce, and the number of people has to be metered and other times the store is empty leaving some staff with less work. The store tends to be busy in the first hour and then between 12-1 pm.

Some department news: Harris Family Farm has plenty of dry black beans but little flour. Nitty Gritty has been able to fill that hole. Larry said for a while coffee was hard to come by, being held up at ports of entry, but it's getting better. Luckily it is shoulder season for local produce Kira says and there is plenty of supply now. One challenge for this summer is that Woods Market will be reducing what it supplies to the Co-op. As our 3<sup>rd</sup> largest supplier they will be hard to replace. As well, Singing Cedars is increasing direct to consumer sales. CSA signups have increased and seeds sold out at one point as people do more home gardening. Drew has been able to keep meat in good supply as Misty Knolls and Stonewood get back up to speed after overwhelming demand last month and he has access to other local producers. As the national meat supply disappears from the market due to the virus, the Co-op benefits from a good relationship with local producers who no longer have restaurants to supply. Local eggs are getting harder to come by.

Kate asked how the Board can help staff and offered to greet and meter customers. Erin suggested letting member-owners know what the Co-op is doing to “to keep you safe”. Lynn noted admiration for buyers using flexibility and creative solutions in dealing with supply issues.

The Board discussed the postponement of the Annual Meeting. Glenn contacted Ross about the delayed vote and he was very understanding. It was agreed that it was unlikely that it can happen in August. Later in the fall or changing to an online meeting was suggested. Nadine noted that going with video is in line with the move to e-voting. Kate noted that with video it could then be more on schedule in June as is customary. The Board will consider this with Glenn and Karin.

In all this Glenn said his top three priorities are Safety for staff and customers, Food for the Community and Staff Support in wage and benefits.

**EL 1 – Financial Condition and Activities:** Glenn did not report on this and noted that it should be reviewed in May instead of April.

**EL 5 – Treatment of Customers:** Lynn asked about the missing number on accident count allowed in the insurance policy. Glenn said he did not have that from the provider but the goal is to be below that. The Co-op passed the 2019 health inspection.

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

**BP 3 – Agenda Planning:** The Board agreed that meeting agendas are well organized, inclusive and relevant while being flexible. Board directors building agendas together means they serve Board work well. Kate noted that given the current unprecedented challenges the work plan will need to be more flexible. Tam said there is a tension between planning and meeting governance obligations. As virus the situation settles this year the Board should turn attention to future resilience and be ready for a possible resurgence in the fall and allocate money for this.

Ilaria asked what does “outward” mean in Paragraph #1. Tam suggested that Michael had meant it to be forward looking. It was agreed to edit the BP for more clarity in the future.

**Small Business Loan – Payroll Protection Plan (PPP):** On a motion by Ilaria, seconded by Nadine all voted in favor to approve minutes for the April 13 Special Meeting to approve the application for the PPP loan.

While Glenn said that People’s United Bank had informed him that the application was approved, until the money is in hand the Board agreed that it is too early to know exactly how to use the funds within the loan criteria. It was agreed the Co-op should be cautious and strategic. Hazard pay for staff is one priority. The Board agreed that Glenn and Lynn will lead the planning when the loan comes through and a special meeting can be convened if necessary.

**Communications:** Marketing has been scaled back to decrease store crowding and promote curb side pick-up. Special news releases can be sent out if there is a need to share news with member-owners. While the Annual Meeting date is uncertain there will be regular June meeting.

**Adjournment:** Glenn was again thanked by the Board for his great leadership. At 8:37 the meeting was adjourned with all voting in favor of a motion by Ilaria, seconded by Nadine.

Respectfully submitted by Victoria DeWind