

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
October 28, 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.

**Board Members Absent:** Amanda Warren (maternity leave).

**Others present:** Victoria DeWind (staff liaison), Michael Healy (Board consultant), Glenn Lower (GM),

**Board Monitor:** Louise.

**Call to Order:** The meeting was called to order at 6:32 pm via Zoom video.

**Member-owner Business:** Nadine agreed to lead this part of meeting agendas. Molly said she had told Victor Nuovo that the Board had considered his proposal about opening a cooperative drug store and said they feel they could better help by mentoring another community group. Michael said he was not aware of one anywhere and Kate said it would be complicated given drug pricing

**Approval of Minutes:** On a motion by Molly, seconded by Lynn, the minutes of September 23, 2020 were approved as amended with all in favor and Kate and Esther abstaining.

**NCG Participation Report:** Michael presented background to the report and cited Brett Farebairn's book Three Strategic Concepts for the Guidance of Cooperatives: Linkage, Transparency and Cognition. NCG has increased its effort to keep the value of co-ops in the forefront. They have started new programs to give more support to co-op boards: Quarterly reports with monthly updates, Trend Reports on industry trends and competition, Recession Resources for downturns and how to "future-proof" in a recession, and Participation Reports. This last gives boards understanding of the indicators of financial health, the value of membership, the economic value in discounts and patronage dividends.

Lynn asked about MNFC's declining Margin Minus Labor. This trend is being seen nationally due to competitive pricing and efforts to move toward more livable wages. Michael said this is the best indicator of co-operative health and Glenn agreed it should be monitored

Louise asked about the distrust for NCG by some co-ops a few years ago. Michael said it was based on misinformation and misinterpretation by outsiders and there was no wrong doing.

Kate asked about the \$48,662 in NCG patronage dividends. Michael said it is cumulative in 14 years of membership in NCG.

Erin asked about the NCG price contracts and if they work against co-op interests by selling at lower prices than small producers get by selling directly to stores. Contracted prices mean lower margins for producers and she felt this should be considered so the local food economy stays strong. Michael said co-ops can choose where to purchase goods but overall they can't survive without NCG. He feels NCG is however starting to think more regionally and locally. Nadine said ACORN is working to protect margins for local farms. Glenn felt there is not real tension in MNFC buying decisions. UNFI provides more frequent delivery than direct purchasing which helps to control inventory and have better customer service.

The Board agreed that a good “elevator” speech is needed about NCG to educate about cooperatives and how much more can be done by working together. (Michael signed off at 7:20)

**Board Officer Elections:** The slate for officers was uncontested. Tam agreed to serve as President for one more year. Kate agreed to serve as Vice President. Lynn will continue as Treasurer and Ilaria will take on the role of Secretary. Amanda will lead the BDC and Nadine will lead Communications. Tam urged the Board to consider succession for President over the coming year. The Board voted all in favor to ratify the officer slate.

**GM Report:** Glenn reviewed the tasks he will take on from the NCG discussion: Margin Minus Labor trends, future-proofing against a recession, an elevator speech for NCG, UNFI pricing in contracts and using the NCG shopper survey.

Glenn said he had applied for a \$100,000 Vermont Front Line Hazard Pay grant which he would use for staff earning less than \$25/hr.

The management team met with Renee Wells for training on how to respond to micro-aggression. She will meet with assistant managers next week. He noted the hiring practices in his report from Laura. Molly asked if the Co-op makes a particular effort to interview people of color. Glenn said no special effort is made. Kate suggested that DEI is a wide spectrum, larger than black and white, and should be open to all kinds of people including those differently able. Managers, in their role of hiring new staff, need to be far along in anti-racism education as our staff creates the co-op image in the community.

**EL 6 – Staff Treatment and Compensation:** Glenn noted the postponed bi-annual staff survey due to the pandemic until April 2021. The Board agreed the report was on time with reasonable interpretation of sufficient data and is in compliance.

**DEI:** As part of the Co-op’s work on DEI, Glenn said he wants to include migrant labor. It is challenging to determine worker conditions in orchards. The Board discussed the suggestion of signing Migrant Justice’s Fair Food Agreement that asks dairies to agree to fair labor practices. Glenn feels something like this has to be a regional effort among co-ops, not individually and all producers should be held to the same standards, not just a few. Some Board members are interested in finding out more information on this issue and will consult with Red Tomatoes that certifies eco apple orchards.

Glenn said he will be reporting on the new DEI EL in which he will focus on practices in place and what his goals are.

**BMR 0 – Global Board-Management Relationship:** The Board consensus was that they are following this policy.

**Abolitionist Challenge:** Glenn, Lynn, Erin, who have participated in the Abolitionist Challenge reading group are inviting other Challenge participants from co-ops to meet separately to work on how to turn what they are learning into actions that best fit the cooperative business model. The monthly meetings have not been focused on co-ops.

**Adjournment:** At 8:32 the meeting was adjourned with all voting in favor of a motion by Nadine, seconded by Sophie.

Respectfully submitted by Victoria DeWind