

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
September 23, 2020**

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

**Board Members Absent:** Kate Gridley, Esther Thomas, Amanda Warren (maternity leave).

**Others present:** Joanna Colwell (member-owner), 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:** Tam reported that he and Glenn have started a conversation about Ross Conrad's letter and the large number of positive votes for the petition question on member workers. They would like to explore how to follow up with this.

Louise reported a comment from a customer who had to wait in a line for check out that reached all the way to the bread section and was confusing. They feel a line monitor is needed. Glenn said it is being worked on.

Molly reported an idea from Victor Nuovo to fill the hole left by the closure of Marble Works Pharmacy with a co-operative drug store. The Board did not discount the idea though they and Glenn feel the Co-op's role would be best as mentor to support and be a consultant for resources for another community group to create a separate entity. The Board saw this as an opportunity to educate about and advocate for the cooperative business model and reimagining the future. Molly agreed to follow up with Victor.

(Lynn arrived 6:40)

**Approval of Minutes:** On a motion by Molly, seconded by Lynn, the minutes of August 26, 2020 were approved as amended with all in favor and Nadine, Erin and Ilaria abstaining.

The Board approved the 2020 Annual Meeting notes by consensus.

**GM Report:** Glenn noted the NCG Participation Report in the Board packet. This report is an annual report to co-op boards which, along with their quarterly bulletins, works to strengthen communications between co-ops and NCG. NCG's goal is to help co-ops adopt solid financial practices to build savings and equity and invest in staff and business improvements. GM's support this and Tam said Michael Healy would like to meet with the Board about the report. The Board agreed to invite him to the October meeting.

The Board discussed Glenn's summary of the Board candidate recruitment and petition processes. Molly noted that she had tabled for recruitment as well as R.J. and Kate. Victoria noted the petition was included in the printed Annual Report as well as sent out electronically.

Lynn questioned whether it is realistic to expect the petitioner and the Co-op leadership to agree on petition wording. Ilaria agreed and said that procedure is more important than language. She asked if the number of votes on the petition matched the candidate votes. Glenn said it was close but not exactly. Tam suggested that this be included in annual reports and be an appendix to the by-laws. He will add it to the governance documents page on Basecamp.

(Joanna Colwell joined the meeting 7:15)

**Diversity, Equity and Inclusion:** Glenn reported that Renee Wells will do a two hour training on micro aggression next month with managers. This will be followed with similar training for staff. The Board repeated its interest in meeting with Renee as well for a training focused more on leadership. Glenn said he felt MNFC is ahead of the NCG work on DEI.

**EL 3 – Asset Protection:** Glenn reported he is in compliance except for section 3.8 for public image. In the past he has used membership and customer count increases as data and because of the pandemic, these numbers have decreased. Lynn suggested that there should be more than two indicators such as news stories and sales increase. Molly agreed that Front Porch Forum and newspaper articles best reflect the Co-op’s public image.

Ilaria did not support declaring non-compliance given the reasons behind falling numbers. Subsequent discussion concluded that context needs to be taken into account in this situation which is not viewed as severe. Glenn observed that these figures are associated with the CoVID pandemic, with effects beginning in March, 2020. At that time, there was half the number of customer transactions. Customers were shopping much less frequently, though baskets were typically fuller. College students left in March, the deli closed, and the Co-op stopped sponsoring any events or membership drives. Glenn expects numbers to climb again once the pandemic is over and he does not believe this has negatively affected our public image.

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

**DEI – Joanna Colwell:** Joanna asked the Board where they are in their DEI work. Molly felt the Co-op has started with good will and feels like there are more people of color in the store. It increasingly feels safe and welcoming for all. Tam talked about the effort to keep it an active issue through the new policy and participating in Abolitionist Challenge.

Joanna talked about her work with SURJ (Showing Up for Racial Justice) and community work on anti-racism. SURJ is a national organization started in the South to remove divisions between white people and those of color and the poor. Their work includes education, actively supporting BIPOC (Black, Indigenous, People of Color) organizations and fund raising for these organizations. Their focus has been anti-racism in schools, reparations and Abolition Kitchen – weekly meals provided to black activists.

Glenn talked about where the Co-op is in its work on DEI. Everything done to learn about bias and build awareness needs to be used as a base for action. The NAAPC fundraiser was the Co-op’s first. Creating the new Executive Limitation (EL) for DEI was the second and a plan is needed for how to comply with this new Board policy. Increasing diversity for the Board, staff and Co-op vendors is primary. Joanna encouraged the Board to make diversity in hiring a benchmark, hire a black anti-racism consultant educator and create on-going accountability and support BIPOC organizations. The Co-op’s sense of urgency on this issue will help create a diverse and better Board and staff.

(Joanna Left the meeting 8:14)

**Officer Elections:** Tam summarized the officer election process. Peggy Rush will accept the nominations by email and will then ask those nominated if they will accept to create a slate. Voting will have to take place on Basecamp. Erin asked if current officers are interested in continuing. Tam said yes for one last year. Louise wishes to step down and Ilaria has offered to

be Secretary. Lynn and Kate are willing to serve. The importance of succession planning and mentoring was briefly discussed.

**DEI - Abolitionist Challenge Report:** Tabled until the next meeting.

**Communications:** Tam is signed up for the November e-newsletter due Oct. 10. An article on the Board elections and the petition was suggested including reaching out to the community for candidates to increase diversity. Lynn suggested responding to the question at the Annual Meeting about the time commitment for Board work. Sophie is to write for the next e-newsletter due Nov. 10. Nadine will post the theme for the next print issue when she hears from Karin.

**Executive Session:** At 8:32 the Board voted all in favor of a motion by Ilaria, seconded by Lynn, to go into Executive Session for a legal issue. At 8:47 the Board voted all in favor of a motion by Ilaria, seconded by Nadine, to come out of Executive Session.

**Adjournment:** At 8:49 the meeting was adjourned with all voting in favor of a motion by Sophie, seconded by Molly.

Respectfully submitted by Victoria DeWind