

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 16, 2020**

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

Board Members Absent: Nadine Barnicle.

Others present: Jade Barker (CDS consultant), Victoria DeWind (staff liaison), Glenn Lower (GM),

Board Monitor: Ilaria.

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

Member-owner Business: Kate reported a call from a member-owner who said the ground water in Pawlett is contaminated with arsenic and the Co-op should not sell sweet potatoes from there. Molly said that it has been found that 13% of private wells in Pawlett have arsenic.

Esther said she had had wonderful customer service from Eric for replacing a receipt. Tam and Louise said they had had friendly, helpful experiences with cashiers.

Approval of Minutes: On a motion by Molly, seconded by Lynn, the minutes of November 18, 2020 were approved as amended with all in favor.

Retreat Planning: Jade Barker, retreat facilitator, introduced herself. She was previously the Chair of the River Valley Co-op and has been a Columinate consultant for 6 years. She has focused on a Race and Racism study in that work.

She had met with the Board retreat planning group - Kate, Ilaria, Erin and Glenn - before tonight's meeting. It has been agreed she will facilitate the morning discussion on Diversity, Equity and Inclusion (DEI) and Michael Healy will lead the afternoon session to consider what new things they had learned and what are the best next steps for the Board. The morning will include a 30 minute video on the creation of the middle class as well as a pre-retreat implicit bias test. There will be small break-out groups as well.

One goal of the retreat is to renew the commitment to the larger goal of a just society and is a step in that process. The Board agreed that it will be important to engage with member-owners so they are part of the solution and make a commitment with the Co-op to anti-racism.

It was agreed they do not want to lose sight of supporting diversity in other groups that face discrimination. Jade said there are many injustices outside of racism but it is racism that creates the intersectionality and maintains the system. Each requires different solutions and it is important to create those without losing sight of racism.

As well, the Board wants to look more closely at what it means to be welcoming – a long time goal for the Co-op.

(Jade left the meeting at 7:25)

GM Report: Glenn noted various items included in his report. He clarified that it was a decrease in customer numbers, not dollars of sale that is 2/3 of last year. Sales increased due to larger basket size.

Glenn was asked if any changes due to the pandemic would be continued in the future. He said perhaps the early bird sales though it reduced margins. It was a very successful November for MNFC; other co-ops have not done as well.

Lynn asked if the spring PPP money has been spent. Glenn said yes and it freed the Co-op to do other things.

Four year member loans have been paid back in full. Five year loans will be paid back next fall.

EL 7 – Communication to the Board & EL 8 – Board Logistical Support: Glenn said again that it is challenging to provide the Board with verifiable data for EL 11 – DEI. Board directors appreciated the staff support for their work and the minutes and Board News. Glenn asked the Board to please let him know if they need any additional staff support for their work.

The Board agreed the EL 7 and EL 8 reports were on time with reasonable interpretation of sufficient data and are in compliance.

BMR 2 – Accountability of the GM, BMR 3 – Delegation to the GM & BMR 4 – Evaluating the GM: These are grouped together as they all concern the relationship with the GM. Tam said that these are Board agreements in their internal process and are not used in an external review process. It keeps the Board aware of it work and makes them better at delegating to the GM.

Tam shared Michael’s paper on how BMRs are monitored and the Board agreed it is useful and should be reviewed every year. It was suggested to make it part of new director orientation but should also be reviewed perhaps 6 months later after new directors get an understanding of Board work. Tam will add it to the Governance Documents on Basecamp.

While the Board is one, a whole entity, Glenn said he learns a lot working individually with directors.

The Board agreed that they are following the BMRs.

Executive Session - GM Evaluation: The Board voted all in favor of a motion by Ilaria, seconded by Kate, to go into Executive Session at 8:07. The Board voted all in favor of a motion by Lynn, seconded by Esther, to come out of Executive Session at 8:30.

Adjournment: At 8:31 the meeting was adjourned with all voting in favor of a motion by Erin, seconded by Louise.

Respectfully submitted by Victoria DeWind