

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
February 24, 2021**

**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), Greg Prescott (Store Manager). Also: Sarah Durant, Heather Kvasnak, Don Miller - possible Board candidates - and AJ Murphy (chair Ticonderoga Co-op Board)

**Board Monitor:** Ilaria.

**Call to Order:** The meeting was called to order at 6:35 pm via Zoom video.

**Member-owner Business:** Molly reported that UVM is hiring a coordinator for the Fresh Food Program in Addison County.

**Approval of Minutes:** On a motion by Molly, seconded by Kate, the minutes of January 27, 2021 were approved as amended with all in favor.

**2021-2022 Board Budget:** Lynn will work with Glenn to review the last 11 months of this year's budget to create next year's budget to be approved at the March meeting. It is assumed for now the annual meeting will be held on Zoom again.

**GM Report:** Glenn asked the Board for their thoughts on continuing to print and mail the Annual Report to all member-owners. Last year it cost \$6,313 to do this. The consensus was that this should continue as it would provide another access option and increase readership providing information and candidate profiles. It uses the money saved by not mailing out newsletters.

Planning the agenda for the annual meeting will be done with postings on Basecamp and finalized at the March meeting. Glenn would like to have Jordan Young moderate the meeting as he did last year.

Greg presented the 2020 pandemic sales review he prepared for managers. Large sale growth numbers will end next month at the one year point. Last week of February customers started buying more to stock up, March 12<sup>th</sup> the College closed and that week saw almost \$500,000 in sales (a week of "Turkey Tuesdays") even with two truck orders that did not get delivered. The Co-op made its own sanitizer when it was not available to buy. March 13<sup>th</sup> the member-worker program was suspended due to Covid, the café closed March 17<sup>th</sup> and store hours changed to 9am-7pm from March 18<sup>th</sup> -June 8<sup>th</sup>.

The Board was impressed at how well the store has been managed throughout the pandemic and expressed hope that staff can be vaccinated soon as essential workers. Vermont Retailers Association has been advocating for food workers and Laura K is working with the State Health Department. Greg explained the PTO pool that has excess hours unused by staff to help those without PTO that must miss work due to illness.

Erin suggested that the sales comparison in the coming year include those of pre-pandemic months to keep numbers in context. Nadine suggested the Co-op pandemic management be written about in a newsletter article.

**EL 1 – Financial Condition and Activities:** Glenn provided the year-to-date net income figure of \$263,381 (1-2 cents of customer dollars) which is similar to earlier reports. Next year may look different but profitability continues with great management and a devoted community.

**EL 9 – Emergency GM Succession:** Glenn said that Greg has had a lot of experience this year, especially when Greg covered for his three week quarantine last spring. He will now be attending most Board meetings. Lynn said it is a great plan and thanked Greg for his effort to train for the position.

Amanda asked who is responsible for implementing the NCG contract requirements. It was agreed that fulfilling these is important for a smooth transition and should be added to the policy governance appendix.

The Board agreed the EL-1 and EL-9 reports were on time with reasonable interpretation of sufficient data and are in compliance.

**BP 1 - Governing Style and BP 2 - The Board's Job:** Glenn commented on BP 1.1 saying that as the Co-op's strategic leader the Board work on Justice, Equity, Diversity and Inclusion (JEDI) is outstanding and flows into operations. It was agreed that the 10 Policy Governance Principles should be reviewed in more detail to keep them effective and meaningful. Directors will prepare some statements on individual principles for the next meeting.

The Board agreed they are following the policies.

**Elections:** Amanda reported that Instagram was added to the social media sites for inviting people to run for the Board. Two of the three information sessions have been held. The candidates attending this meeting commented that the sessions they attended were a great way to learn about the Board with the comprehensive information and graphics provided. The deadline for applications is March 14<sup>th</sup> and 3 applications have already been submitted. Amanda feels the digital recruitment process this year is going well and meeting needs.

**Communications:** Esther's article will be in the quarterly print issue. Ilaria will write a retreat summary. Tam will be writing the President's letter. Kate as VP will write on democratic process and Co-op resilience in a stressful time. Nadine reviewed the Board article process. The e-newsletter topics are open; the printed edition articles match the newsletter theme.

**Justice, Equity, Diversity and Inclusion (JEDI):** Esther, as chair of the committee, reported they had a first good meeting and will continue meeting first Mondays monthly. They created a charter and a list of topics to be included and asked for the Board to consider priorities for the work. Kate suggested reading and discussion of Caste as the staff is doing. Lynn supported this and suggested even doing a book group open to member-owners.

The Board discussed Land Acknowledgement. It recognizes the taking and occupation by whites of indigenous lands. The consensus was it is important to be educated on this and don't rush it so it is done well and creates an action plan.

The Board discussed if the proposed 15% BIPOC products in the store would be possible. Glenn said very few sell to the store from Vermont and NCG is researching it nationally. He noted that BIPOC should not have to be local to meet the goal. The Board agreed even if 15% is

not reached it is a meaningful place to start. Molly said the College has been approached about providing 1,700 acres of land for farming and some be set aside for BIPOC farmers.

Tam said that DEI education has to be kept active and on-going along with actions items. Tam reported that Marilyn Scholl is working with Boards to learn about DEI work and asked if anyone would do a story on the MNFC Board work and participate on a panel. Directors felt they are too new on the learning curve to do this. Glenn said it is important to be open to opportunities and that efforts should definitely include member-owners. Kate suggested Directors attend the Columinate JEDI working group meetings of 10 co-ops to find out about other resources and report back to the Board.

**Adjournment:** The Board thanked the prospective Board candidates for attending and at 8:32 the meeting was adjourned with all voting in favor of a motion by Kate, seconded by Louise.

Respectfully submitted by Victoria DeWind