

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 27, 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: Ollie Cultrara (member-owner), Victoria DeWind (staff liaison), Glenn Lower (GM), Greg Prescott (Store Manager)

Board Monitor: Ilaria.

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

Member-owner Business: Ilaria reported conversations with two people who are concerned with the amount of plastic used in the store.

Approval of Minutes: On a motion by Nadine, seconded by Molly, the minutes of December 16, 2020 were approved as amended with all in favor and Nadine abstaining.

GM Report: Glenn said that he had Greg write the EL 10 report to give him monitoring experience as part of GM succession training.

Glenn informed the Board that he and Karin have decided not to do a customer service survey this year. They will just use NCG survey link randomly included on register receipts. Of the 280 that answered the question “Do you feel welcome at the Co-op?” 99% answered yes (#5 out of 1-5). 85% have redeemed the \$5 off coupon. Greg reported approximately 7,550 surveys links were given out and 743 were completed. The Board discussed how to encourage people to take the survey as it provides real time data. The Board wants the community to know they want to hear from them. Survey questions are provided by NCG which enables the Co-op to compare results with other NCG co-ops.

(Ollie Arrived 7.05)

Glenn reported that he has decided it is not the best time to make a loan to a start-up co-op in a BIPOC community in North Carolina. They are very early in the planning process and later would be of more help. Molly supported investing in BIPOC co-ops and businesses, adding that there are only six owner/managers of color of farms in VT.

EL 0 – General Executive Restraint: The Board discussed the “fiduciary obligation” of the GM. The GM reports quarterly on the Co-op budget and the Treasurer reviews the financial statements every month. It was felt this covers Board oversight. Kate said this shows the importance of have someone with financial report expertise on the Board. Greg recommended the CBLD 101 class as it is helpful with understanding reports.

EL 10 – Informational Technology and Digital Communications: Greg presented this report. He said the focus of the department is how to best use technology to reach the community on the website and social media. The website now offers gift card and member share purchases as well as sign up for Food For All and requests for replacement member cards. The Co-op used

e-voting for the first time and held its annual meeting on Zoom. IT systems are regularly updated and supported by a company in Burlington. Systems are PCI compliant for remote work and credit card information protection which greatly reassured the Board. Up-grades are now allowing product costs to be entered into the Point of Sale systems for better margin and cost control. The Board thanked Greg for his great report.

Ilaria asked about the security cameras. Greg said they have been very helpful with shop lifting and harassment incidents and documenting accidents.

The Board agreed the EL 0 and EL 10 reports were on time with reasonable interpretation of sufficient data and are in compliance.

BP 0 – Governance Commitment: The Board agreed to consider a future modification to include fiduciary monitoring. The Board agreed they are following the policy.

Justice, Equity, Diversity and Inclusion (JEDI): This discussion was a follow-up on the Board retreat decision to create a standing JEDI committee to continue the Board commitment to work on these issues and report back to the full Board. The committee will appoint a chair or co-chairs and create a charter defining its scope of work and responsibilities.

All voted in favor of a motion by Molly, seconded by Erin, to establish a committee on Justice, Equity, Diversity and Inclusion. Esther, Molly, Louise, Sophie, Erin will serve with Glenn attending. Nadine offered to serve as an alternate.

The Board agreed the sharing of stories from the community would be a useful tool to bring diversity into the Co-op. A cookbook of recipes and the stories behind them was suggested.

Election Cycle: Amanda said there is a plan to hold three Zoom information workshops for potential Board candidates to ask questions and learn about Board work. The Board discussed the importance of security for these meetings with pre-registration and creating a waiting room. It was suggested one be at lunch time, one evening and one on a weekend. Greg suggested pre-recording some information about the Board to be included with the registration information. Board member stories and profiles could be included. Directors and Glenn will attend if possible.

There are four seats open and all incumbents plan on running along with, currently, two others. The Board agreed to a future consideration of the number of seats on the board. Continuity can be hard to maintain on small boards; very large boards can be less efficient.

Communications: The theme for the next print issue is gut health. Esther volunteered to write an article. Louise has written an article for February about credit card fees and using Co-op gift cards to keep money local. Currently the Co-op pays \$256,000 in fees per year, a 6% increase of \$16,000 from last year.

Adjournment: At 8:36 the meeting was adjourned with all voting in favor of a motion by Louise, seconded by Ilaria.

Respectfully submitted by Victoria DeWind