

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

Board Members Present: 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: Molly Anderson.

Others present: Victoria DeWind (staff liaison), Glenn Lower (GM), Don Miller (Board Candidate), Greg Prescott (Store Manager).

Board Monitor: Ilaria.

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

Member-owner Business: Erin reported a comment about the use of plastic in the store, especially clamshells in Produce. Kate also had a comment about plastic as well as a request to provide the green compostable produce bags. These are not low heat compostable and contaminate the recycled plastics.

Approval of Minutes: On a motion by Sophie, seconded by Kate, the minutes of February 24, 2021 were approved as amended with all in favor.

2021-2022 Board Budget: Lynn reviewed the draft budget. Prior year data was used and the Annual Meeting expense was lowered as it will again be a Zoom meeting. There is new funding for the Justice, Equity, Diversity and Inclusion (JEDI) committee for its projects and outreach to member-owners but it is not a fixed amount and can be exceeded. Stipends were increased by 3% and the JEDI lead position was added. Director and Officer Insurance premiums are higher at \$9,126 as well as the Columinate contract. Don suggested using a different insurance carrier that works with non-profits or joining a group plan. It was agreed to see if NCG or Columinate offers insurance plans.

Erin asked why stipends are increased 3% rather than based on COLA. After 20 years of no increases it was decided an annual increase would have a smaller impact and can be reduced if finances don't support it.

All voted in favor of a motion by Ilaria, seconded by Louise, to accept the Board Budget as presented.

Meeting time: Sophie suggested the Board consider meeting earlier to help those families with young children at bed time. It was agreed to change the April and May meetings to 5:30. Candidates running for the Board are expecting a 6:30 start time so it will go back to 6:30 for June and will be reviewed and set annually.

Erin suggested that Zoom be kept as an option for meetings when there is bad weather.

GM Report: Glenn wrote a statement emailed to member-owners and posted on social media about the violence against women of Asian descent in Atlanta. He asked the Board if this kind of action is operational or would this be something the JEDI committee should do. The consensus was that this is operational and they supported Glenn doing it. It was suggested that the JEDI committee could be consulted in the future if that is helpful.

The Annual Meeting date is set at June 2nd via Zoom. Jordan Young will facilitate. It was agreed to add some fun to the meeting, possibly with a raffle, annual report trivia or a survey. Kate suggested break out groups to make it more participatory but that would require more time than the plan of an hour meeting. Sharing Board meeting discussions and committee reports was suggested.

EL 4 – Membership Rights and Responsibilities: One of the member-owner responsibilities is to invest equity by purchasing \$20 shares up to 15 shares. The Co-op requires staff to be member-owners and purchases their shares for them. The Co-op also purchases shares for Food For All member-owners. Glenn asked if the Board thought this is a conflict. The Board agreed that this is a benefit and not a conflict. Food For All member-owners also receive patronage dividend.

(Don left the meeting at 7:40)

Ilaria asked if member-owners are really well informed about the risks in their equity investments. She suggested this be made more transparent and clear.

The Board agreed the EL-4 report was on time with reasonable interpretation of sufficient data and is in compliance.

BP 8 – Governance Investment: Tam said this BP is a show of intent to be committed to policy governance as well as a guidance for creating an annual board budget. Lynn questioned using the word “training” for Board candidate information sessions. Nadine commented that in her experience she has learned that policy governance works well for Board work.

The Board agreed they are following the policy.

Elections: Amanda said there are 12 candidates on the slate. A few others who attended information sessions decided not to run. There has been some pushback about the 350 word limit for biographies. One wanted to include a letter of recommendation. A couple of people thought it was an appointed position, not an election by member-owners.

Lynn asked if one has to be a member-owner to run. One just has to be one if elected. If they are in a member-owner household, the shares can be transferred to the director.

Amanda said she received questions about including pronouns with names on the biographies. It is optional. The Board agreed they should consider this further.

It was agreed the recruitment packet should be revised and updated for clarity.

Justice, Equity, Diversity and Inclusion (JEDI): Esther reported on the committee’s second meeting. Based on feedback at the last Board meeting they will propose a plan for an education and action plan that includes connection to the broader community to include people with different life experiences and learn about their needs.

Erin talked about the 21 Day Racial Equity Habit Building Challenge sponsored by Food Solutions New England.org. Any and all are encouraged to sign up. She asked if those directors that are signed up should represent the Board. It was agreed they can just report back to the Board on Basecamp and could also engage with Karin to share with member-owners.

Summer Retreat: Kate suggested that it could be an in-person retreat as all will likely be vaccinated. Continuing the JEDI conversation is important as it requires time to learn and plan the right actions to dismantle supremacist structures. Erin said training is needed to handle

questions and pushback. Esther agreed, saying the more vocal the Board is the more pushback there will be. Lynn suggested a hiring a training group for handling difficult conversations. Nadine suggested putting the challenge out to member-owners who might want to affiliate with the Board on this.

Adjournment: At 8:40 the meeting was adjourned with all voting in favor of a motion by Kate, seconded by Louise.

Respectfully submitted by Victoria DeWind