

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
April 28, 2021**

Board Members Present: Molly Anderson (6:35), 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), Don Miller (Board Candidate 5:30 -6:50), Greg Prescott (Store Manager).

Board Monitor: Ilaria.

Call to Order: The meeting was called to order at 5:33 pm via Zoom video.

Member-owner Business: The Board agreed to put in-person Board meetings on the agenda in May. Lynn asked if management was aware that Tyson Foods had bought out Smart Chicken and should there be concern about this. Greg said he would research this with NCG. Glenn noted that many of the products the Co-op carries are owned by large corporations. Louise reported a member owner concern about plastic in the store, particularly the bags in produce. She also reported very positive feedback on how the Co-op has handled the pandemic for shoppers.

Approval of Minutes: On a motion by Kate, seconded by Lynn, the minutes of March 24, 2021 were approved with all in favor.

Tam reported Michael Healy's question about the membership requirements for candidates in the Board elections mentioned in the minutes. Currently at MNFC a person can run for the Board who is not a member-owner but if they win a seat they have to become one whether by buying shares or having shares transferred to their ownership from someone in their household. Michael said he had not seen such a policy before. Amanda said that had been the case for her when she ran. She found there was some confusion this year for candidates about what it means to be a member-owner. Glenn will look into details about this in the by-laws and policies. The Board agreed this should be clarified in a newsletter article and updated in the election packet.

GM Report:

Annual Meeting: Glenn shared his and Karin's concerns about doing break out groups at the meeting given the limited time for meaningful discussion and sharing the in-put, the need for facilitators and no clarity on a discussion topic. Erin suggested they be short and used as a way for people to get to know other member-owners. Kate suggested using Word Cloud to get feedback on a question or make time for attendees to fill out a short poll that can be shared at the end of the meeting. It was agreed that Chat entries throughout the meeting are distracting. The Board would like an interactive engagement with attendees and incentives to attend the meeting are still being planned. Glenn will work with Karin on this and ideas will go on Basecamp.

Kate said she would like a few minutes to present a piece on democratic ownership and what democracy looks like at a co-op. The Board supported this idea.

Justice, Equity, Diversity, and Inclusion (JEDI): Glenn asked the Board for their thoughts on creating a regular calendar of events or at least an annual one, for JEDI education. He asked if this work is for operations or the JEDI committee. The Board supported this idea as it would

codify their JEDI goals and it can be done in creative ways to respond to current events and show Co-op intent. (Molly Arrived)

With a goal of systemic, personal and institutional culture change, the consensus was that this should be joint Board/JEDI committee and management effort and to do this work in a careful, respectful and transparent way. This collaboration may create a new structure for a large undertaking and will take time. Ideas and plans will be shared on Basecamp.

Glenn said that management had met with Renee Wells again and the Board requested that they have similar time with her so they are aligned with staff.

Plastics: Glenn's report included Greg's report of his conversation with the Addison County Solid Waste District manager. He continues to discourage offering compostable plastics as Vermont does not have the high heat facility to compost these and they contaminate recycled material. Several directors expressed interest in having a composting/recycling workshop for the Board so they can then pass on the information to member-owners.

Finance Manager: The Board felt that Jen Alderson was a great hire for the finance manager position when Steve retires in June. The Board wished to convey a huge thank you to Steve for his many years of great service to the Co-op and they look forward to working with Jen to fulfill their fiduciary responsibilities. Lynn said she would like to write a tribute to Steve for the newsletter to acknowledge him as one of those with long institutional knowledge of the Co-op and what he has brought to it. The Board supported this idea. (Don Miller left the meeting)

EL 5 – Treatment of Customers: Kate asked about the push back from some member-owners about the 21 Day challenge and if there had been any positive comments as well. If so they should be taken into account and shared. Glenn said there had been some. Erin said that this input should be quantified along with negative comments so that all have a voice. Louise shared a Ruth Bader Ginsburg quote she thought applicable: "To those accustomed to privilege, equality feels like oppression".

The Board agreed the EL 5 report was on time with reasonable interpretation of sufficient data and is in compliance.

BP 3 – Agenda Planning: Tam asked if directors had any feedback on how agendas were created and if a multi-year plan was realistic. The Board agreed that the agendas were good as they were not too tight or loose. It is hard to look beyond a year out and long range plans should be flexible. The Board agreed they are following this BP.

Summer Retreat: Kate suggested a retreat would be helpful if there are new directors elected to get to know even if done informally. She felt outdoors in person would be safe. This will go on the next agenda. The Board agreed with Glenn's suggestion that this be added time to the August meeting rather than a separate event. Erin asked that it be scheduled so it did not conflict with the first day of school.

Elections: Glenn said the Annual Report has just been mailed out.

Communications: Nadine said that an article on BIPOC issues is being planned. Lynn will write about Steve for the June issue. Amanda offered to write about membership for July.

Justice, Equity, Diversity and Inclusion (JEDI): Esther said she supports the integration of operations with the JEDI committee for the work proposed. She reported on the committee's third meeting at which they decided to reach out to different local organizations such as Open Door Clinic, Rutland NAACP, Addison Allies and SURJ on how to best connect with different communities.

Kate said that she had found the 21 Day Challenge to be very effective and worthwhile. She asked if any staff had signed up to which Glenn said no. Kate offered to share her favorite resources she learned about. It was agreed that they can go on Basecamp or be added to meeting agendas one at a time so there is not too much to read at once. Putting them in a "library" on Basecamp was suggested.

Next meeting: The agenda will include in-person Board meetings, clarifying membership, elections and August retreat

Adjournment: At 7:33 the meeting was adjourned with all voting in favor of a motion by Nadine, seconded by Louise.

Respectfully submitted by Victoria DeWind