**Middlebury Natural Foods Cooperative**

**Board of Directors Meeting**

**November 17, 2021**

**Board Members Present:** Molly Anderson, Nadine Barnicle, Ilaria Brancoli Busdraghi, Erin Buckwalter, Ollie Cultrara, Lynn Dunton, Kate Gridley, Samantha Langevin, Tam Stewart, Esther Thomas, Amanda Warren.

**Board Members Absent**:

**Others present**: Ross Conrad (member-owner), Victoria DeWind (staff liaison), Glenn Lower (GM), Don Miller (member-owner), Karin Mott (MEM manager), Greg Prescott (Store Manager)

**Board Monitor**: Ilaria

**Call to Order**: Amanda called the meeting to order at 6:16pm via Zoom video.

**Member-owner Business**: Ross said he was attending the meeting to follow up on his comments at the October meeting about affordability at the Co-op for low and fixed income people. Previously this was addressed in the by-laws but those were removed and pricing, competition and margin are the only way to address the issue. He asked the Board put a policy or by-law in place as they work on diversity, equity and inclusion. Amanda acknowledged his memo to the Board but they had not had time to discuss it. They will give it consideration and follow up with him when they have done so. (Ross left the meeting at 6:12)

 Kate suggested that with the busy holiday shopping season, member-owners be reminded to bring and show their cards so that there is less delay at the registers looking up customer’s names. Cards also increase accuracy in opening accounts. Ollie suggested people’s reluctance to use cards has held over when they were discouraged in early days of the pandemic. Karin said it’s been a chronic issue for a long time as it is easier for the customer not to carry or get them out. A sign at the door or at the registers was suggested.

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

**JEDI Committee**: Esther informed the Board that Tabitha Moore had to reschedule her visit with the committee until November 29, 10:00-11:00am on Zoom.

 Molly asked if the committee is looking at equity for low income people along with their work on racism. With the current inflation she feels consideration should be given to this issue. Esther said not currently and felt that, with their one focus on top of the holidays and the GM search, it wasn’t a good time to expand the committee’s work. It is a concern and the committee will keep it in mind for future work as it could also speak to Ross’s concern.

 Glenn asked if there was a specific direction to work on. Molly suggested a survey with non-members to reach a broader view. Karin said while one wants to reach people where they are it would be challenging to do so without their contact information. There was consensus that this has had Board attention for a long time and perhaps affordability is a larger issue and not just JEDI work. Working with other groups addressing this issue was suggested. Glenn said this is an important concern for all co-ops and should be added to the organic and local focus.

**GM Report**: Lynn said she thought the Neighboring Food Co-op’s JEDI survey Glenn included in the report is a good tool to see what has been done well and what can be improved upon. She suggested that the Board fill out the survey as well. Kate agreed as it would show consistency on the Board with management and help any consideration of revising the EL. Ollie asked if economic justice is included in defining DEI and in the intent in survey question #33.

(Esther left the meeting 6:48 but returned for the Executive Session. Karin left the meeting at 6:50)

**EL 1 – Financial Condition and Activities**: Glenn said, other than updating the numbers, the report is the same as before. PPP loans were forgiven this year so this will impact net income. He will consider how to communicate with member-owners about it.

 The unpaid tax bill has been paid but not resolved. Jen, Lynn and Glenn will meet about this and work with the payroll company to resolve this. It looks like a mistake between the IRS and the payroll company and the Co-op should be reimbursed.

 Lynn informed the Board that the Co-op has put out an RFP for audit services and several firms have responded. It is standard for co-ops to do this every five years.

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

**EL 11 – Diversity, Equity and Inclusion**: Glenn said he thought the best way to report on this EL is with numerical data from the JEDI related questions on All-Staff survey. Over all MNFC scored well compared to other co-ops.

 It was suggested that a BIPOC break out for managers would be helpful. Greg noted that managers were asked to self-identify on the survey so that would have been included in the numbers. Ollie suggested that active steps to increase equity should be added to the EL. She also noted that the trans community has moved away from preferred gender pronouns to a broader language that pronouns did not capture. Glenn said the Co-op has had staff conversations about pronouns and recognize it is a process and language is evolving. Using pronouns is optional.

 Samantha said she thinks the numbers are more meaningful than using percentages and that the survey results tie into the earlier conversation about who shops or works at the Co-op. Glenn said he used the percentages just to compare to Addison County, not as a goal.

 Molly suggested increasing BIPOC staff would be a good goal. She felt the data helps document what is in place and what is needed. She is glad to see BIPOC, cultural and religiously appropriate products. It would be helpful if their sales can be tracked and if they are attracting new customers. Greg said there needs to be a conversation about applying different buying criteria for this products as well as considering if the buying criteria blocks some customers in general. Sam appreciated that there are Spanish speaking staff to help customers and hopes this can be publicized

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

**BMR 1 - Role of the Board**: There was no discussion and the Board agreed they are following the BMR.

**Executive Session**: At 7:20 the Board voted all in favor of a motion by Molly, seconded by Lynn, to go into Executive Session for personnel discussions. At 8:19 the Board voted all in favor of a motion by Kate, seconded by Lynn, to come out of Executive Session.

**Adjournment**: At 8:21 the meeting was adjourned with all voting in favor of a motion by Amanda, seconded by Samantha.

 Respectfully submitted by Victoria DeWind