

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
January 25, 2022**

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

**Board Members Absent:** Molly Anderson.

**Others present:** Victoria DeWind (staff liaison), Glenn Lower (GM), Greg Prescott (staff)

**Board Monitor:** Ilaria

**Call to Order:** Amanda called the meeting to order at 6:19pm via Zoom video.

**Member-owner Business:** The Board discussed the need for clarifying and setting guide lines for member-owner business. Ideally comments/questions should come to the whole Board and in advance for timely consideration and response.

**Approval of Minutes:** On a motion by Nadine, seconded by Amanda, the minutes of December 15, 2021 were approved with all in favor.

**JEDI Committee:** Esther reviewed the Committee's work since they met with Tabitha Moore in November. Tabitha has proposed a four step process for the Board's JEDI work. 1) Define and understand JEDI concepts and workplace equities. 2) Define Board roles and expectations. 3) Conduct an audit of Board policies to assess them for equity impacts. 4) Board leadership development for internal JEDI structure and the creation of a mission statement.

Lynn questioned the policy audit with a high cost. Given that they are based on Columinate templates that many Co-ops use, do they need to be reviewed and rewritten? Esther said, as the Board uses policy governance, the purpose of this work is not to rewrite policy but to broaden the Board's perspective and create new lens with which to use their policies.

Ollie asked if the goal was to create a new End or a policy with which to review Ends? Esther said the process would determine which it would be as well as a mission statement for the public.

Kate wondered if this work would be spread out over future agenda times and did Tabitha understand that this is a policy governance board. As well, where do Board and operations intersect in this process? Nadine commented that this will be a lengthy, complicated process as it doesn't fit neatly with policy governance but the Board is committed to doing JEDI work, working through systematic shifts and creating better policies to support operations and the Co-op's role in the community.

Esther said that the Board is not committed to the whole proposal – it can choose to stop after meeting the first goal. Glenn commented that the Board needs to show a commitment to what could be 1-2 years of work. If this is put in the budget it will demonstrate commitment. Esther said Tabitha is ready to go and is just waiting for a Board if/when/what decision. Lynn said if it will go into the budget a decision should come soon as the budget planning has started. It was agreed that it should be clear that an agreement reflects that Board works through policy governance. Nadine suggested that the work be done through the JEDI committee who will report back to the Board. Erin expressed concern about the extra work load for the Committee.

Esther said the commitment is based on everyone's time capacity. Ollie offered to join the Committee.

Amanda made a motion, seconded by Ollie, to accept the proposal with the understanding we use policy governance and the work will be coordinated through the JEDI committee. All voted in favor.

**GM Report:** Erin asked if the OSHA vaccination rule will be put on hold. Glenn said the Co-op is going ahead with it and the logistics are being looked at now. Ollie commented that the new freezer and produce case look great! Glenn said the produce case freed up more floor space and the display will evolve.

Glenn shared a history of the Neighboring Food Coop Association (NCFA). Regional Co-op groups ceased when National Cooperative Grocers (NCG) was formed and they joined to get supply price contracts. NCG gives great support to GMs but not so much for Boards. New England co-ops missed the close connections and not all were in NCG. NFCA was formed to provide support for GMs and Boards that NCG does not offer. They have different focus, benefits and funding. Large co-ops pay higher dues to support smaller co-op membership.

Glenn said that connection to NFCA can get lost in the process of GM transition and it can become secondary to NCG. He urged the Board to be aware and fill the void this could create. Ilaria asked what the Board can do. Glen said there's not a clear answer but to keep the connection and participate in their workshops. Lynn and Kate said they had great experiences in their JEDI and electronic voting workshops.

**EL 0 – General Executive Constraint:** Glenn said it was hard to find data to support this EL. The word "prudent" is hard to define. He feels the sub-policies the GM reports on address the goals and there have been no lawsuits or illegal activity. The Board agreed the reports were on time with reasonable interpretation of sufficient data and in compliance.

**EL 10 – Information Technology and Digital Communications:** Glenn signed off on this report by Greg, Karin and Eric. Karin updated last year's information. Eric has taken over IT and phone systems. He works with TechGroup on upgrading the Co-op's firewall security, cable systems and anti-virus programs.

Amanda suggested that digital communications could take the Co-op to being more than a store. She asked if Karin could report on the geographic reach of the Co-op's digital platforms to maximize reaching varied constituents outside of the Co-op's walls. Could it be a goal to widen the reach to educate about co-ops. She did not know if the policy should be rewritten or if it is an operations issue. Kate said she was impressed by how far digital communications have come since the EL was established.

They all appreciated the MEM goal to make the website "approachable and fun". Ollie asked what "acceptable" means and wondered if it is user-friendly and works well on mobile devices. Greg said he will look into this with Karin. Nadine said the communications committee can meet with Karin to explore how to maximize digital communications in reaching its goals in the future.

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

**BPO – Governance Commitment:** The Board agreed that they have been empowering management as well as using strategic leadership as shown in the GM search.

**Board Development Committee:** Erin brought the Board up to date on director election preparations. There are three open seats and Erin, Amanda and Esther are running to keep them. Applications are due March 13<sup>th</sup>. The Candidate packet was revised in November and notices are on the website, customer service desk and plaza. “Meet the Board” dates are Jan. 31 and Feb. 5, 16 and 22. A few people have contacted her about serving but no applications yet. She asked for other recruitment ideas. Samantha suggested that pay and benefits for directors be included in the promotions to attract more people. Kate asked about contacting people who have run before to encourage them to try again. Lynn said that was helpful for her. Ollie suggested using connections to other organizations such as ACORN and Young Farmers Coalition to find candidates. Erin will set up a time line for the recruitment process to expedite next year’s elections.

**Communications:** Nadine reviewed up-coming articles for the newsletter. Erin will write on the BDC. Nadine will cover the GM search for the print issue.

**Executive Session:** At 7:58 the Board voted all in favor of a motion by Amanda, seconded by Tam, to go into Executive Session for GM transition discussion. The Board came out of Executive Session at 8:19 with all voting in favor of a motion by Amanda, seconded by Nadine.

**Adjournment:** At 8:20 the Board adjourned the meeting on a motion by Samantha, seconded by Lynn, with all voting in favor.

Respectfully submitted by Victoria DeWind