

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
February 23, 2022**

Board Members Present: Molly Anderson, Nadine Barnicle, Ilaria Brancoli Busdraghi, Ollie Cultrara, Lynn Dunton, Samantha Langevin, Amanda Warren.

Board Members Absent: Erin Buckwalter, Kate Gridley, Esther Thomas.

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 6:24pm via Zoom video. It was announced that Tam Stewart has stepped down from the Board.

Member-owner Business: Samantha reported feedback from a member-owner regarding the only way to share concerns with the Board is by the suggestion box in the store and not on the website. Greg said that a virtual comment box is being researched with SMG for later this year.

Approval of Minutes: On a motion by Amanda, seconded by Samantha, the minutes of January 25, 2022 were approved as amended with all in favor and Molly abstaining.

JEDI Committee: The Committee will meet with Tabitha Moore on March 7th to review the scope of work and form a work plan with her. Ollie said they will attend the Land Acknowledgement workshop with a focus on farming in March.

Samantha asked if the facilitators for the staff JEDI meetings have the training and resources to lead the discussions. Glenn said they are only facilitating conversations and are not experts but they do meet to plan the sessions.

GM Report: The Board discussed Glenn's recommendation that they do a refresher course on Policy Governance as the Board has recently new directors and a new GM coming on. Amanda said she is working with Michael Healy on this. Glenn felt it needs more time than a regular meeting would allow.

Molly said she is impressed with the products that the weekly sale supports so strongly.

Glenn brought the Board up to date on the Co-op concern about the Bove family. They recently announced a plan to evict tenants to do improvements on their rental properties to charge higher rents. He plans to hold a staff focus group about what the right response is. Glenn said other co-ops have an unwritten rule to educate on an issue rather than remove products from shelves. The Board fully supported Glenn and Greg for the letter they wrote to the Boves but there was mixed opinion on removing their products. Lynn and Nadine felt these plans are egregious and against MNFC values, especially in terms of the Co-op's work on JEDI, and they should be boycotted. Nadine suggested the Board consider adding an ethics standard to the buying criteria. Molly felt it could be better to educate on this to contribute to food literacy and post it in the store. It was pointed out that Boves tomato sauce is the only local sauce on the shelves. As well, if one product is removed then it opens the Co-op to having to evaluate the ethics behind many other products.

EL 1 – Financial condition and Activities: Lynn informed the Board that the earlier payroll discrepancy issue due to a software mistake had been resolved with the IRS. The Board agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

EL 9 – Emergency GM Succession: Glenn reported that Laura King has agreed to step in if needed as GM on a one year interim basis. She has been at the Co-op for 17 years with a long history of working with the GM and management team and knows the Co-op’s various consultants. Amanda asked if there is enough support for her to carry out both HR and GM responsibilities. Glenn said yes, from both Columinate and NCG. NCG requires notice of a designated representative change within 10 days. Greg will create a list of contacts for succession. The Board agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

BP 1 – Governing Style: The Board agreed that they have been following this BP. Molly said she felt the language in #4 was vague and unclear. It had been planned last year to see how the revised 2019 policy templates worked. It was agreed that there should be a review. Samantha suggested that BPs could be part of the policy audit with Tabitha Moore and reviewed with a JEDI lens. Ilaria said she would keep track of Board concerns. Lynn felt a review is needed but time consuming and suggested spreading it over agenda times.

Review of BP – 2 was postponed to the March meeting.

Board Development Committee: Amanda said there was one external applicant for the Board elections. She has been in touch with Michael Healy about what to do if there are concerns about an applicant. Other co-ops have systems for this. Currently MNFC suggests actions for applicants such as reading agendas and minutes and attending meetings. Others co-ops note if they are nominated by a committee or running independently.

Amanda shared Erin’s question about the need for a BDC committee. Ollie and Molly said they are interested in helping. Lynn supported the idea for only an ad-hoc committee as support along with succession planning for this work.

Board Budget: Lynn reviewed the budget which is not final yet. It looks to be in the \$70,000 range. The insurance quote came in higher than what is listed and Tabitha Moore’s contract is a one time addition. Director stipends have been increased 3% each year. Lynn asked if that was acceptable. Postage costs are up and Lynn said if the Annual Meeting is postponed until September there will be extra print and postage costs with two mailings. Raffle costs for the meeting are unknown as of now.

Lynn said that the full financial audit will not have a final report in time for a June Annual Meeting and she is not comfortable presenting draft numbers to the member-owners. All voted in favor of a motion by Amanda, seconded by Nadine, to move the Annual Meeting to September. It was agreed to consider moving the elections to September as well.

Communications: Tam was to have written the April newsletter article. It was suggested that he be asked to write one anyway with a tribute to Louise Vojtisek. Greg suggested including one of her past articles about using gift cards in a tribute, an issue she really cared about.

Adjournment: At 8:30 the Board adjourned the meeting on a motion by Lynn, seconded by Nadine, with all voting in favor.

Respectfully submitted by Victoria DeWind