

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

**Board Members Present:** Molly Anderson, Erin Buckwalter, Ollie Cultrara, Lynn Dunton, Kate Gridley, Samantha Langevin, Esther Thomas, Amanda Warren.

**Board Members Absent:** Nadine Barnicle, Ilaria Brancoli Busdraghi.

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

**Board Monitor:** Kate

**Call to Order:** Amanda called the meeting to order at 6:18pm via Zoom video.

**Member-owner Business:** Erin asked if there were plans to restart special orders. Greg said that when and how to do this was being considered. Grocery has already started offering 15% discounted cases of products on the end caps.

**Approval of Minutes:** On a motion by Ollie, seconded by Lynn, the minutes of February 23, 2022 were approved as amended with all in favor and Erin, Kate and Esther abstaining.

**JEDI Committee:** Tabitha introduced herself to the Board saying she had started working with the Co-op 2 years ago on a fundraiser for the Rutland NAACP. She grew up in Vermont and has been consulting for 25 years.

The focus of the discussion was scheduling the work in the contract for MNFC Board JEDI training. The plan includes learning sessions, policy review, strategic planning and extra hours for executive coaching. It was agreed that the work should not be delayed until after the elections; any new directors can be brought up to speed in their orientation and with using some of the executive coaching time. It was agreed that regular Board work should not be constrained to one hour in order to add two hours of JEDI work to regular agendas.

The Board settled on having one weekend session and two weekday sessions. Information, questions, slides and one-on-one executive coaching can be made available to directors who have to miss a session. Glenn agreed the Co-op can help with child care for a weekend session. It was agreed sessions will not be recorded to protect personal privacy. Payments can be spread out to fall in two fiscal years if needed. The Board President will sign the contract. (Tabitha left the meeting at 7:00.)

**GM Transition:** Glenn said much of the to-do list for GM transition has been accomplished and they are working on getting Greg's name on documents and meeting with staff and managers. Glenn expressed gratitude for the time they have had to make the transition smooth; not all co-ops have that luxury. Kari at Hunger Mountain Co-op will be Greg's NCG Co-op "buddy". The search for a Store Operations Manager is underway.

**GM Report:** Glenn reported that he, Greg, Jen and Lynn met and decided to pay off the VT Credit Union expansion loan balance of \$923,000 from the Co-op's liquid assets. This will save the Co-op \$149,000 in interest payments and leaves about \$3.1 million in cash reserve.

Greg updated the Board on the Bove's plan to evict the 24 families in their rental units in

order to renovate them and raise rents to levels above Section 8 vouchers. As other Co-op's were not boycotting their product it was felt removing it from the store would not make a difference to the Boves. Greg had continuing conversations with Vermont Refugee Resettlement (VRRP) and other organizations to offer assistance in continuing a dialogue with the Boves. They have now decided to renovate apartments two at a time and move the families into the apartments as they are finished and keep rent rates eligible for the Section 8 vouchers. Glenn pointed out that having the Bove's products on the shelf created an avenue for dialogue with the Boves and made a difference in the issue. The Board supported these efforts made for the respectful dialogue and to engage in an ethics issue.

Ollie asked if there had been feedback on the decision to make masks optional. Glenn said there were a few emails so far that were for and against. It is hard to balance but there is appreciation of the Co-op moving slowly and with caution.

**EL 1 – Membership Rights and Responsibilities:** The Board commented that they did not see subsidizing staff and Food For All memberships as a conflict with the policy. Glenn explained that membership is under one name and that person has the right to vote and receive patronage dividends but the household has access to member discounts.

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

**BP 2 – The Board's Job:** Amanda felt that the Board's work on JEDI speaks to #4, the hiring process for the new GM speaks to #2 and it is the Board's responsibility to engage with democracy as in #1.

**BP 8 – Governance Investment:** The Board is successful in training directors and using outreach to engage with and listen to others democratically. Amanda said the Board does need a process for responding to member-owner feedback and a policy should be considered in the future.

**Board Development Committee:** Erin said there are 6 candidates running for the 3 Board seats. A BDC committee should be considered in the future.

**Board Budget:** Lynn said the budget is now final at approximately \$73,000 and is included in the overall Co-op budget.

**Farewell to Glenn:** The Board thanked Glenn for he all has given to the Co-op and he will be greatly missed. Glenn noted he has counted being at more than 300 Board meetings in addition to so many Annual Meetings as GM. He looks forward to leisurely conversations in the store aisles. The Board will host an in-person dinner and bestow their gift later in the spring.

**Executive Session:** At 8:06 the Board voted all in favor to go into an Executive Session for Board development on a motion by Erin, seconded by Ollie. The Board voted all in favor to come out of Executive Session at 8:17 on motion by Amanda, seconded by Lynn.

**Adjournment:** At 8:19 the Board adjourned the meeting on a motion by Erin, seconded by Ollie, with all voting in favor.

Respectfully submitted by Victoria DeWind