

Middlebury Natural Foods Cooperative
Board of Directors Meeting
June 22, 2022

Board Members Present: Molly Anderson, Nadine Barnicle, , Ilaria Brancoli Busdraghi, Esther Charlestin, Gabriel Cole, Ollie Cultrara, Lynn Dunton, Kate Gridley, Samantha Langevin, Amanda Warren.

Board Members Absent: Erin Buckwalter

Others present: Victoria DeWind (staff liaison), Greg Prescott (GM).

Board Monitor: Ilaria

Call to Order: Amanda called the meeting to order at 6:15pm, with Esther via Zoom video.

Member-owner Business: Kate said that a member-owner, whose questions posed last fall were now answered, was thankful for the follow up. The delay was due to the GM search.

Amanda reported that in conversation with Senator Chris Bray he expressed support for James Maroney's concern about conventional dairy. As well, Rep. Amy Sheldon has offered to meet with the Board about this issue and discuss what is being done in the legislature on it.

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

BP 5 – Director's Code of Conduct: On Michael Healy's suggestion, directors agreed they will list any community associations and relationships they have that could be a conflict at a future date. These were shared verbally at the meeting and will be listed on Basecamp along with the signed agreements. Conflicts are decided by the Board, not by individual directors.

The Board agreed they follow BP 5.

Communications: Nadine explained that themes for the four print newsletters are set by Karin and Emily but Board members pick their own topics for e-news. The Board agreed these are an opportunity to share and champion the Co-op Ends with readers. This could include interviews and guest articles on issues the Board is working on. Offering a Google doc for feedback, creating an active dialogue with readers, was suggested. Molly said the tension between Ends (i.e. conventional local vs. sustainable and organic) could lead to an interesting conversation. Molly requested that print articles that are rerun in the e-newsletters be reviewed and updated before they are run so they have current data. Nadine will post a sign-up sheet on Basecamp.

Meeting times and Work Plan: It was agreed to move the December meeting to Dec. 14. Amanda asked that all directors participate in the three-session Explorations in Policy Governance workshop in October whether live or watching recordings. Board JEDI work will be added to the work plan. No decision was made on an August retreat/social gathering. After discussion it was decided to schedule Board meetings 6:30-8:30 for the coming year.

Annual Meeting: While a member-owner had commented to Amanda that people seem to come to the meeting only for food and socializing and leave before the business presentation, the Board consensus was that, in the past, many do stay to listen, ask questions and, at some

meetings, have participated in small breakout groups. At Flatbread, the room stays quite full. Samantha suggested incentivizing people to stay with a raffle, survey, dessert, etc. after the business portion. Greg will initiate meeting planning with Karin and Emily.

Patronage Dividend: Lynn shared a summary of the patronage modelling she did with Greg based on 40%, 45% or 50% returned to member-owners. With the audit still unfinished the numbers could change but they propose returning 40%. Checks under \$5 will again be donated to the local food shelves. To explain the 60% retained funds, they made a list of capital expenditures for this coming year totaling \$415,000. This past year the Co-op was able to increase all wage scale levels and this may happen again. Molly supported the proposed 40% distributed with the explanation of funding the specific capital improvements with retained funds. The final decision will be at the July meeting.

GM Report: Greg briefly commented on this report. He said industry news comes from a FMI digest. Molly said FMI is Food Marketing Institute. Molly asked how MNFC came to participate in the support for a Climate Action bill. Greg said NCG approached him and research indicated there was not a downside to joining peer co-ops on this. Ilaria thanked Greg for the Bove family update and Greg's effort to fact check their information. The Board supported the new plan for monthly staff focus groups for improving internal communication.

Ends Report – Part 1: Healthy Food and Vibrant Local Economy: Amanda asked if a chart could be done to report on how many full partners are no longer active in the Co-op. Greg will research this.

Greg noted the increase in Food For All member-owners by meeting the community where it is to increase participation. Ilaria noted Karin and Emily's excellent work and Emily's position on the Hunger Council.

Greg noted that the store has pushed to increase local sales as it decreased last year. A focus will now be on organic. Molly said it would be helpful to know local and organic numbers in produce. Greg will research price differentials in produce. Local can be higher as vendors are paid directly rather than ordered with the UNFI discounts.

Amanda noted seeing the Co-op Connection discount signs in Connection businesses. This shows people difference of the Co-op from conventional stores.

Gabriel suggested all the great Co-op's programs be marketed to the community widely.

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

Executive Session: The Board voted all in favor at 8:07 on a motion by Amanda, seconded by Ilaria, to go into Executive Session for Board development. The Board came out of Executive Session at 8:23 with all in favor of a motion by Samantha, seconded by Kate.

Adjournment: At 8:24 the Board adjourned the meeting on a motion by Lynn, seconded by Nadine, with all voting in favor.

Respectfully submitted by Victoria DeWind