

Middlebury Natural Foods Cooperative
Board of Directors Meeting
July 27, 2022

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

Board Members Absent: Ilaria Brancoli Busdraghi.

Others present: Victoria DeWind (staff liaison), Lee and Lisa Mirman (member-owners), Greg Prescott (GM).

Board Monitor: Amanda

Call to Order: Amanda called the meeting to order at 6:30pm, with Erin and Ollie via Zoom video.

Member-owner Business: Molly relayed an inquiry from Kathleen Faith of the Chico, CA Co-op about learning more about co-op governance. Amanda will follow up with her.

Approval of Minutes: On a motion by Molly, seconded by Nadine, the minutes of June 22, 2022 were approved with all in favor and Erin abstaining.

Officer Elections: The slate was uncontested with Amanda, President; Samantha, Vice President; Lynn, Treasurer and Ilaria, Secretary. Kate was thanked for her years as Vice President, and for her thoughtful approach to Board succession. All voted in favor of a motion by Kate, seconded by Molly, to accept the slate.

BP 6 – Officers’ Roles: Molly raised a concern about section 3C requiring the President to plan for officer succession. She feels this should be the responsibility of all the officers or the whole Board. Kate said the Executive Committee had met about this BP and are looking at Tam’s list of suggested revisions. She noted that the officers have to be registered with the Secretary of State, SNAP and the insurance company.

The Board agreed they follow BP 6.

Patronage Dividend: Greg presented the revised, but still not final, audit numbers from Wegner CPA that came in lower than anticipated. Wegner is a national firm specializing in co-op audits. Their final report is due next week and their representative will attend the August meeting to review it with the Board.

Based on the revised numbers, Greg and Lynn recommended returning 45% of patronage dividends to member-owners.

Lee asked if Wegner included recommendations to prepare for a possible recession. Greg said he hadn’t discussed this with Wegner because it is not related to the Audit, but the Co-op has a cushion for a possible decline and decisions are based on trends and the current economy. Amanda said that NCG and Columinate would help the Co-op with this rather than Wegner.

On a motion by Lynn, seconded by Nadine, the Board voted all in favor to designate 100% of the member sourced profits to patronage dividend. On a motion by Lynn, seconded by Samantha, the Board voted all in favor to refund 45% of the patronage dividend to members. Any checks

below \$5 will be donated to local food shelves, donated or un-cashed checks will also be donated to food shelves, and the mechanism to be decided by the GM.

Communications: Nadine said it was great to have Samantha and Molly work with her on communications. She presented the idea of a new plan for newsletter articles. The intent is to be more strategic in sharing the Board's work. After meeting with Karin and Greg, it was agreed articles should be more like a blog and be food related. This can include art work, poems and stories about the what and why of the Board's work and reflect the Co-op Ends. She will send out a new sign-up sheet and asked directors to pick a topic and include what about it and how it fits into larger food issues. She proposed that inviting guest writers wait until later. Kate suggested topics such as composting, local vs. organic, winter storage and environmental and political issues of food. Samantha suggested a side bar in the print issue that updates Board work in relation to the newsletter theme.

NCG Bulletin and Participation Report: Amanda said Michael Healy suggested using the report as a lens with which to cross reference it to the monitoring reports. Lynn said the PPP loan forgiveness enabled the Co-op to pay off the business loan and reduce debt. It was used in one fiscal year and written off in the next. The hazard pay kept the deli employees working. It was not factored into the patronage dividend. Gabriel suggested sharing how the PPP loan was used.

Samantha expressed gratitude that MNFC was in a position to help other co-ops with GM support, loans and donated equipment. Amanda said it is important to consider the reasons behind the report numbers that are not included in the report. The Co-op is in a good place but the Board needs to be ready for change and not make assumptions about the future. The trends in basket size and customer counts are better but not back to pre-pandemic numbers.

GM Report: Kate asked if there was push back on the letter regarding the Supreme Court ruling on abortion. Greg said it was mostly positive along with three negative and five neutral emails.

Produce is down due to Wood's Market closure. It is hoped other growers can fill in more in July and August.

Molly asked if affordable housing is an issue for staff. Greg said more the problem is bringing in new people who can afford to live here.

Erin said she appreciated the pre-meeting google document to share questions and answers.

Ends Report – Part 2: Environmentally Sustainable Practices, Cooperative Democratic Ownership and Learning about These Values: Molly suggested that local sales should be reported under the Vibrant Local Economy End rather than in Environmental Practices. The Board discussed how Co-op dollars have a multiplying effect and build community resilience. Local is increasingly more affordable now that prices for national chain products are increasing with inflation. 20% of greenhouse emission is food transport nationally, not locally.

Molly suggested trying for more solar power for HVAC and increasing electric powered equipment. Solar panels over parking lots and power charging stations should be considered. Samantha appreciated the Co-op's waste data from Casella. Kate commented on compost and recycling and feels there is still too much plastic packaging in the store. Greg said NCG is working with suppliers to be plastic free by 2033 and the store is reducing single serve plastic packaging where it can.

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

JEDI: Esther thanked the committee for its work covering for her. Lynn said the Board's next JEDI retreat with Tabitha Moore is in October. To stay engaged, in the upcoming months, the Board will devote 30 minutes of every regular meeting to JEDI exercises that Tabitha designed for the Board. These include reflection on the characteristics of white supremacy such as: perfectionism; there is only one right way and a Savior Complex (“I am the only one”).

Adjournment: At 8:38 the Board adjourned the meeting on a motion by Nadine, seconded by Kate, with all voting in favor.

Respectfully submitted by Victoria DeWind