

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
August 24, 2022**

Board Members Present: Molly Anderson, Erin Buckwalter, Ilaria Brancoli Busdraghi, Esther Charlestin, Gabriel Cole, Ollie Cultrara, Lynn Dunton (7:30), Amanda Warren.

Board Members Absent: Nadine Barnicle, Kate Gridley, Samantha Langevin.

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

Board Monitor: Ilaria

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

Member-owner Business: Gabriel asked about Covid protocols for member-owners attending the meetings. Amanda said Michael Healy recommended having a written document that explains expectations and ground rules for attending.

Erin reported a question from a member-owner about restarting special orders. Greg said that there have been discussions since the July focus groups with the Grocery and Bulk departments. The focus is how to do it in light of staff shortages and limited back room space and create a plan that is workable and sustainable. Special orders in other departments may be more feasible such as in Wellness, Produce and Deli.

Ilaria asked how far the Co-op is from having full employment. Greg said, with the summer help leaving, there is still a need for another 20 people.

Approval of Minutes: On a motion by Molly, seconded by Esther, the minutes of July 27, 2022 were approved with all in favor and Ilaria abstaining.

Annual Meeting: Greg reviewed the details for the meeting. The plan is to have indoor food service and seating, with the business and Q&A portion of the meeting as well as food service outdoors under the pavilion. The Board agreed the meeting is an essential way to share information from the Board committees with member-owners as well as being a celebration of how far the Co-op has come, especially given the pandemic. Lynn will present the treasurer's report although the final audit report will not be available by then.

Molly suggested the member-owners might want to ask about price inflation. She suggested the Board can talk about balancing prices with providing fair pay to producers and staff. Greg said without the final audit he won't have inflation and price data.

Ilaria said the meeting is about joy and the community. She suggested honoring Louise for her reminders about using other payment methods than credit cards as credit card fees go to some banks that fund fossil fuel development rather than staying in the community. Greg said he would look further into this.

How to engage with member-owners was discussed. As a way to get feedback from them, it was agreed that Erin and Esther will organize to have a bulletin board and provide cards for people to post as a way to share their ideas for the future Co-op as well as what it is about the Co-op they are proud of.

Basecamp Usage: This agenda item was tabled due to limited time.

Communications: Molly said that Nadine will be posting a new sign-up sheet with guidelines. The idea is for directors to sign up for articles about their favorite food and its impact on human beings. Buying a couple of copies of Michael Pollan's book Botany of Desire for the Board to read was suggested.

BP 7 – Board Committee Principles: Amanda said the Board committees are strong and their work is to be celebrated. Ilaria suggested the Board return to taking time to monitor how the Board is following its BPs and review how the committees are doing.

The Board agreed they are following this BP.

GM Report: Greg reported that July numbers are up, especially in the Deli. Product gaps are filling and customer basket size is down only 1.15%. The audit is still behind schedule due to auditor staff shortages. Their report will go to Greg and Jen who will consult with Lynn if there are action steps needed. The Co-op is in a strong position and it can manage okay with the delay. The auditors will come to the September meeting

Jedi sessions for staff will start again in September. The focus will be Cultural Appreciation vs Cultural Appropriation and Identities and Bias.

The Co-op has ceased Covid contact tracing as the State no longer requires it and with so many in-person meetings there is no way to do it anymore. Covid PTO has been reinstated for staff. All staff have one week of Covid PTO available.

Molly commented on the industry news in the report. She says speculation on commodities for higher profits for large companies is the reason for food inflation. She did not agree with Richard Volpe's suggested solutions.

EL 1 – Financial Condition and Activities – Q1 FY 2023: It was noted that the Sales Growth vs Budgeted Growth for 2022 needs a note that explains no bar with the zero growth budget. With the Co-op doing so well and consistently strong, Amanda said that Michael Healy suggested that the Board plan their retreats to use them as a time to think about the future for the Co-op so that it maintains its strengths. Ollie pointed out this a one reason to have member-owners post their thoughts and vision for the Co-op's future at the Annual Meeting so they can utilize this information during their retreats.

(Lynn arrived at the meeting)

Molly reported a meeting about creating a community kitchen in coordination with the ACORN food hub. This would be one step in building a strong local food system in the face of future challenges.

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

Executive Session: At 7:38, on a motion by Amanda, seconded by Ilaria, all voted in favor to go into Executive Session for JEDI work. At 8:37, on a motion by Amanda, seconded by Molly, the Board voted all in favor to come out of Executive Session.

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

Respectfully submitted by Victoria DeWind