

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
September 21, 2022**

Board Members Present: Molly Anderson (6:44), Nadine Barnicle, Erin Buckwalter, Ilaria Brancoli Busdraghi, Ollie Cultrara, Lynn Dunton , Kate Gridley, Samantha Langevin, Amanda Warren.

Board Members Absent: Esther Charlestin, Gabriel Cole.

Others present: Victoria DeWind (staff liaison), Greg Prescott (GM) and Wegner CPA consultants Bruce Meyer and Elizabeth Heins-Van der Weide.

Board Monitor: Ilaria

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

Member-owner Business: Ollie reported a comment from a customer who thinks MNFC is more affordable than other co-ops. Ilaria said another person commented to her that the Co-op is less expensive than Hannaford.

Approval of Minutes: On a motion by Ollie, seconded by Erin, the minutes of August 24, 2022 were approved with all in favor and Kate, Nadine and Samantha abstaining.

On a motion by Erin, seconded by Ilaria, all voted in favor to accept the 2022 Annual Meeting Notes.

Executive Session: On a motion by Amanda, seconded by Lynn, all voted in favor to go into executive session at 6:40 to review the audit report with Wegner CPA. On a motion by Amanda, seconded by Erin, the Board voted all in favor to come out of executive session at 7:10.

Greg said he will work with Amanda to create a memo format that will communicate to the Board the changes that are taking place in response to the auditor's suggestions. The Board joined Greg in expressing gratitude for all of Jen and Kerry's hard work throughout the many months of the audit process.

Columinate Contract: The Board approved a renewal of the contract for the coming year and authorized Amanda to sign the contract.

Board Development Committee: Erin presented the draft recruitment packet and asked for Board feedback on Basecamp by October 5th. There will be 4 seats being voted on in the May 2023 election. Nadine announced that she will be stepping down from the Board as of October 1 due to time commitments of a new job in Montpelier. The Board will consider if they will hold a mid-term election or appoint someone to fill out her term. They agreed recruiting should keep skill sets in mind and approach this process with a JEDI lens.

VT Credit Union accounts: The Board agreed to the following authorization for the signers on the Vermont Federal Credit Union accounts:

For the Middlebury Natural Foods Co-op's Vermont Federal Credit Union Free Business account ending 2702 and Patronage account ending 6498, the following Co-op managers are authorized

check signers:

Greg Prescott, General Manager

Jen Kilzer, Finance Manager

Laura King, HR Manager

Barbara Cunningham, Front End Manager

Karin Mott, Marketing, Education, Membership Manager

Eric Neil, Floor Manager

Kira Winslow, Produce Manager

For the Middlebury Natural Foods Co-op Business Primary Share account ending 9200, and Member Loans Reserve Account ending 0418 accounts, the following Co-op managers are authorized check signers:

Greg Prescott, General Manager

Jen Kilzer, Finance Manager

For the Middlebury Natural Foods Co-op's Vermont Federal Credit Union BUSINESS DEMAND LINE OF CREDIT account ending 9041 and 60 Month Share account ending 9224 Certificate of Deposit, the following Co-op managers are authorized check signers:

Greg Prescott, General Manager

Jen Kilzer, Finance Manager.

Greg explained that while Jen may not actually sign checks she needs the authorization in order to manage the accounts. Now that the expansion loan has been paid off, Lynn suggested that Greg close that account once he is authorized as a signer.

GM Report: Erin asked how the prevalence of self-checkout is affecting the Co-op. Greg said he is aware of them. Molly reported studies that show these machines are prone to errors and malfunction. Greg confirmed this and said that is more the problem than theft. Some Board members noted that there is also great value to the personal interaction with cashiers and that this could be seen as something that sets Co-ops apart.

Samantha thanked Greg for the thoughtful and careful research with the Pride Center to get the Progress Pride Flags. Greg said the Pride Center was really helpful in the process.

EL 3 – Asset Protection: Greg said that he and Jen started work in July to address the material weakness and significant deficiencies as recommended by the auditors to achieve best practices for the Co-op. The Board asked that they be kept informed on the time line for this work and when it is complete. Greg said this would include time for training and implementation.

Greg reviewed the different bank accounts. As all funds are FDIC insured and that has a maximum of \$250,000 per bank, the money is held in different bank accounts. The checking account in People's United is necessary to facilitate ease of operations for two weeks of accounts payable, one payroll and extra for unexpected expenses.

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 Erin, all voted in favor to go into Executive Session for JEDI and quarterly check-in. (Nadine left the meeting at 8:35). At

9:02, on a motion by Amanda, seconded by Kate, the Board voted all in favor to come out of Executive Session.

Adjournment: At 9:02 the Board adjourned the meeting on a motion by Erin, seconded by Molly, with all voting in favor.

Respectfully submitted by Victoria DeWind