

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
October 19, 2022**

**Board Members Present:** Molly Anderson, Erin Buckwalter, Esther Charlestin, Gabriel Cole (6:33), Ollie Cultrara, Lynn Dunton , Kate Gridley, Heather Kvasnak, Samantha Langevin, Amanda Warren.

**Board Members Absent:** Ilaria Brancoli Busdraghi.

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

**Board Monitor:** Amanda

**Call to Order:** Amanda called the meeting to order at 6:30pm,

**Director Appointment:** On a motion by Amanda, seconded by Ollie, all voted in favor to appoint Heather to fill Nadine's seat on the Board.

(Gabriel arrived)

**Member-owner Business:** Erin asked when case orders might start again. Greg said that staffing and space shortages continue to be a problem. In the meantime, cases of some of the most ordered items are on an end cap at a 15% discount.

**Approval of Minutes:** On a motion by Molly, seconded by Erin, the minutes of September 21, 2022 were approved with all in favor and Esther, Heather and Gabriel abstaining.

**Communications:** With Nadine's departure from the Board, Amanda asked if any director was willing to chair the committee with the responsibility of coordinating sign-ups, editing and working with Karin. Molly agreed to take on this role in February after her calendar frees up. Kate said she will take on editing in the meantime but will not chase after people to get articles done. Greg was asked if articles get read and he said he can research the number of clicks on them. Regardless of numbers, after some discussion, the consensus was that the articles are important to continue so people understand the Board's role and scope of work, and hopefully they will generate interest in running for the Board. The newsletter is the Board's voice. Samantha will write the winter print article and Lynn will cover the Board JEDI work in the e-newsletter. Articles should be posted by the 10<sup>th</sup> of the month for editing as a Google doc. and sent to Karin by the 15<sup>th</sup>.

**BMR – 0 – Global Board-Management Relationship:** Amanda introduced this year's monitoring of BMR with an explanation of how other co-op boards are monitoring these policies - many are using a digital survey before the meeting to facilitate board members reflecting on these policies in a structured, intentional way. This format allows boards to see trends within the group and also over time.

For the first time, this year the Board tried using this format in advance of this meeting. Greg was also invited to reflect on these policies, but instead of filling out the survey, Amanda and Greg decided it was best for Greg to share any feedback directly with Amanda. The Board overall felt they are meeting this policy; however, continuing to do this type of more detailed monitoring would in and of itself allow the board to meet the full extent of the policy. The Board discussed how best to proceed and the consensus was that previous monitoring has been limited

and lackluster and needs to be more intentional. It was agreed that unnecessary, extra work should be limited so it is not a burden, but there is value in sharing concrete ideas and details and this format allows for dialogue to enrich the Board culture. The Board agreed to add this new step to monitoring to complement meeting discussions.

**GM Report:** Greg reported on steps being taken in response to the Financial audit findings and suggested that a 3<sup>rd</sup> party consultant from Columinate be asked to review the operational changes that have been made in response to the audit's suggestions in order to make sure they meet best practices. M&T Bank is setting up Positive Pay to review and process invoices and payments through the Co-op's QuickBooks files. The Co-op will switch its credit card company to one that can support multi-department credit cards. HR and Finance are working on new structures for payroll. Ollie asked if Wegner CPA should do the 3<sup>rd</sup> party review. Greg said that would have extra cost, is closer to a full audit and Wegner does not appear to have time or resources for extra work for now. Greg will research the cost of the full audit done this year.

The Board appreciated the report from Karin on her experience at the White House Conference on Hunger, Nutrition and Health and was glad she had a positive experience in light of other negative reviews of the conference. Gabriel suggested doing an article on why WIC is not accepted at the Co-op and the possibility this will change. Lynn suggested looking into collaborating with the Food Shelf in the future for a mobile food pantry. (Esther left the meeting – 7:55)

**EL 6 – Staff Treatment and Compensation:** Lynn noted seeing a posting at City Market with competitive starting wages plus benefits to entice much needed new staff. Greg said City Market's starting wage ranges from \$15.50 - \$21/hr. depending on position hired. For comparison, the MNFC current starting wages are \$15.50-27.25/hr. for all current open positions. Greg noted that the cost of living in Burlington is higher than Middlebury. Greg said the MNFC wage scale is available to all staff on the employee portal.

Greg said there might be a staff survey in 2023 if Columinate does not think it too soon under a new GM. Gabriel asked if specific policy has been implemented to improve lower response numbers in the last survey. Greg said new team practices have been implemented such as team huddles in all departments have been added among others, but he doesn't believe specific policy was created in response to the survey. He is working with managers to review staff culture with the primary concern being for employee wellbeing.

In reference to section 6.4 – personnel records security – Amanda said that the documents from the GM search need to be secured under Board ownership.

On a motion by Amanda, and seconded by Kate, the Board voted all in favor to accept the EL report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

**Executive Session:** At 7:57, on a motion by Amanda, seconded by Ollie, all voted in favor to go into Executive Session for JEDI and Board development. At 8:28, on a motion by Amanda, seconded by Ollie, the Board voted all in favor to come out of Executive Session.

**Adjournment:** At 8:28 the Board adjourned the meeting on a motion by Erin, seconded by Kate, with all voting in favor.

Respectfully submitted by Victoria DeWind