

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
November 16, 2022**

Board Members Present: Molly Anderson, Erin Buckwalter, Ilaria Brancoli Busdraghi, Esther Charlestin, Gabriel Cole, Ollie Cultrara, Lynn Dunton, Heather Kvasnak, Samantha Langevin, Amanda Warren.

Board Members Absent: Kate Gridley.

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

Board Monitor: Ilaria

Call to Order: Amanda called the meeting to order at 6:31pm,

Member-owner Business: Ollie shared a comment from a member-owner expressing their distress about the amount of plastic used in the store. There has been some progress in reducing it but challenges remain. Greg suggested that Ollie invite this person to a Board meeting. Heather shared a comment from a member-owner who appreciates the Cabot cheese prices being lower than at Shaw's.

Approval of Minutes: On a motion by Ollie, seconded by Lynn, the minutes of October 19, 2022 were approved with all in favor and Ilaria abstaining.

Code of Conduct: This policy was explained to Heather as a new director. She shared her community activities and will submit the paper work required. Some other directors shared changes in their community engagements.

Winter Retreat: Samantha explained the thinking for how to use the winter Board retreat to be facilitated by Michael Healy. Exploring a process for choosing and setting priorities for the Board work in the coming year is the proposal. Previous topics that were set aside could be considered along with new ones. It was agreed to start a Google document to collect ideas and to keep the process structure simple to leave creative space. Molly suggested having the meeting at the Unitarian Universalist Church as a comfortable meeting space.

BMR 1 – Role of the Board: Amanda asked for comments on the self-reflections posted on Basecamp. Molly said that one should consider the impact of time needed to address a request when asking Greg for information or assistance. Lynn suggested qualifying requests as personal interest versus a need for Board collective interests would help to prioritize actions. Ilaria agreed on the need for this clarity and hoped Greg could give feedback on the burden of requests for both the time required as well as keeping boundaries between the Board and operations. It was agreed that Greg is the default contact on topics other than regularly scheduled interactions such as newsletter articles. Amanda reiterated the BP 6 policy that no officer has authority to direct the GM without whole Board consideration.

GM Report: Greg reviewed his report. He suggested that November sales growth may go lower due to early closure Wednesday and being closed the day after Thanksgiving and the time it will take to rebuild floor displays.

The Board agreed that unless there is a change in Covid rules and impacts on staffing, he does not need to include this in his monthly GM report.

EL 1 –Financial Condition and Activities - QY2, FY2023: Greg noted that report numbers are still draft as the Wegner audit has not been finalized. Depreciation reports have been postponed. The Co-op’s record keeping systems have been found to comply with the GAAP – Generally Accepted Accounting Principles.

Ilaria asked if the strong debt/equity ratio is due to lower personnel costs from being short staffed. Greg said he was unsure and would look into it and clarify. Lynn noted that the PPP loan used to pay off the bank loan reduced the debt. Historically debt increases in times of expansion when loans are taken out.

On a motion by Amanda, and seconded by Heather, 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.

EL 11 – Diversity, Equity and Inclusion: Greg said he approached this EL differently than in the past and included data from other policies. Asked about the term “safer” rather than “safe”, he said it better reflects what is realistic and possible. Greg reviewed the data he included to show efforts to remove barriers to accessing the Co-op through its membership policies, community partnerships, customer surveys and public statements. Work continues to expand access with WIC authorization.

Lynn noted the percentage of Addison County residents that are Co-op member-owners. Greg said that comparing member-owners strictly in relation to Addison County may not be the most accurate as member-owners come from several counties. A market study would give more reliable numbers. For internal staff demographics, the Co-op EEO-1 data report is not monitored as it is optional for staff to report their data on race/ethnicity, sex and job categories. It shows self-reported numbers that may show how the Co-op reflects the community.

Greg noted, and the Board agreed, that this report seemed more like an Ends report than an EL report. The Board agreed that the EL wording is very broad and difficult to provide data that shows if the policy is being met. Esther suggested hiring a professional advisor of color to help revise and improve the EL wording. Molly said revision was needed so it can show the progress being made on equity issues rather than just what it is. The Co-op can then be accountable for improving equity. Heather suggested including performance metrics to measure progress.

On a motion by Ollie, and seconded by Samantha, 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 8:13, on a motion by Amanda, seconded by Ilaria, all voted in favor to go into Executive Session for JEDI. At 8:39, on a motion by Molly, seconded by Lynn, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:39 the Board adjourned the meeting on a motion by Ollie, seconded by Molly, with all voting in favor.

Respectfully submitted by Victoria DeWind