

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 14, 2022**

Board Members Present: Molly Anderson, Erin Buckwalter, Ollie Cultrara, Lynn Dunton, Kate Gridley, Samantha Langevin, Amanda Warren.

Board Members Absent: Ilaria Brancoli Busdraghi, Gabriel Cole, Heather Kvasnak.

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

Board Monitor: Amanda

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

Member-owner Business: None

Approval of Minutes: On a motion by Erin, seconded by Samantha, the minutes of November 16, 2022 were approved with all in favor and Kate abstaining.

BMR 2 – Accountability of the GM: Several directors expressed appreciation for this new process of sharing pre-meeting comments and perspectives on the Board fulfilling the BMR policies. It enhances understanding of the policies and directors learn from different perspectives. Samantha felt the wording regarding GM accountability could be improved. The question arose on how to interpret “conduct” and is it more than running the store. Columinate calls for using Ends and Executive Limitations for accountability which allow for corrective actions when needed. It was agreed to give the policy wording consideration as part of future policy revisions.

BMR 3 – Delegation to the GM: It was agreed that the word “reasonable” is perhaps too subjective. Amanda informed the Board that she does receive communications from Greg on issues between regular meetings. It was agreed that these be brought to whole Board attention when action in the Board’s name takes place.

BMR 4 – Evaluating the GM: Going forward, GM evaluations will be done in April rather than December. This gives Greg a full year before it takes place. This also maximizes the time new directors can work with the GM before evaluations. GM compensation will be done earlier in time for setting the next fiscal year budget.

Board Development Committee: Erin asked that minutes make official note of Esther Charlestin’s resignation from the Board on November 16 in the Board Executive Session.

Erin asked for comments on the draft Visitor Memo for member-owners wishing to attend Board meetings. It was agreed it should make clear that they may observe quietly after Member-Owner Business section of the agenda. Questions that arise during or after the meeting should be emailed to the Board. Those wishing to attend should email their intention to the President.

Erin said the Board recruitment packet is on-line and will be in the store in January. It was agreed that tabling in the store no longer seem to interest people and was too hit or miss. Using a JEDI lens, outreach to community groups and the College may generate more interest and make people feel welcome. Molly offered to share the recruitment information with her food and agriculture student list.

The Board discussed whether and when to fill the seat vacated by Esther. With three directors absent it was decided this should be a full Board discussion continued on Basecamp.

GM Report: Greg asked the Board to agree to the closure of the line of credit with VT Credit Union that was specifically taken out for the expansion project. The loan is fully repaid and it expires in two years. As there is a separate general open-ended line of credit, this other one is not needed. The Board agreed it can be closed.

Greg noted lower sales growth due to being closed two days in the Thanksgiving week. Turkey Tuesday saw record sales of \$131,000. Regular Tuesday sales average \$65,000. He is working with the Deli on what programs it will bring back to help it grow again.

The store floor finishing was a success and Greg thanked management that helped organize and volunteered to make it go smoothly.

Profit sharing was high this year. Payouts for hourly staff – and subs this year - depends on the number of hours worked, not scheduled hours. Those working 32 hours had checks of approximately \$1,800.

Lynn made a suggestion that the Board work with Renee Wells as she is doing with staff.

Molly asked about the Co-op's eligibility to accommodate those shoppers on WIC. Greg said there are specific products, one being Similac, that the Co-op must offer to be eligible. Finding suppliers and checking products against the buying criteria will hopefully be completed in January.

EL 7 – Communication to the Board: The Board expressed appreciation for the report and data included. In regard to Section 7.1, Amanda informed the Board that the Balance Sheet and Income Statement will be included in the quarterly EL-1 reports in the future as an appendix. Regarding Section 7.3, Amanda said she only shares what items from her monthly meetings with Greg that she feels the Board needs to know.

On a motion by Erin, 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.

EL 8 – Board Logistical Support: The Board discussed releasing meeting packets so they can be available before the weekends prior to the meetings. Erin asked that Tabitha Moore be added to the Section 8.1 list of assistance to the Board. Ollie asked that providing the meeting agenda at the customer service desk for member-owners be added to Section 8.3.

On a motion by Samantha, and seconded by Ollie, 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 7:52, on a motion by Amanda, seconded by Ollie, all voted in favor to go into Executive Session for the retreat and JEDI. At 8:46, on a motion by Erin, seconded by Samantha, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:46 the Board adjourned the meeting on a motion by Kate, seconded by Erin, with all voting in favor.

Respectfully submitted by Victoria DeWind