

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 18, 2023**

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

Board Members Absent:

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: Kate said she had been asked why the store was open on Martin Luther King Day. Greg said it never closed in the past and it has just continued. Heather noted crackers in the cheese section that are made from the byproducts of beer brewing. Lynn asked about raisins being sold in plastic clam shells instead of bags. Greg said some raisins are not packaged in the store and for those that are it was an effort to get away from plastic bags as the shells are easily recycled. It was suggested this environmental benefit be explained in a newsletter.

Approval of Minutes: On a motion by Ollie, seconded by Amanda, the minutes of December 14, 2022 were approved with all in favor with Ilaria and Heather abstaining.

BP 0 – Governance Commitment: The word “management” was discussed. In this policy, “professional management” refers to the GM, not the Board. It was pointed out that the Board monitors and works with the GM rather than manages them. Amanda talked about a conversation with Michael Healy regarding the need for the Board to have clarity on the difference between the terms fiduciary, financial and fiscal. While not in the policy, the Board’s fiduciary responsibility is a generally accepted legal precedent. Strategic leadership will be part of the Board retreat.

Board Development Committee: Erin noted the need to update recruitment information with the requirement that candidates have use of a computer to have access to Basecamp. Molly has worked with Karin on a recruitment flyer which is ready for distribution around town. The BDC will add a spot on the outreach spreadsheet to keep track of where flyers are posted to have the info for future years

Samantha announced the resignation of Gabriel Cole from the Board on January 15. His resignation letter is posted on Basecamp. The Board agreed to form an ad hoc committee to search for a replacement as there is more than 2 years left in his term. It was agreed the effort should be to find 2-3 candidates for full Board consideration. Amanda, Ollie, Erin and Kate offered to serve on the committee. There was discussion regarding the benefits and drawbacks of recruiting for specific skill sets. Amanda noted that Columinate defines director qualification as a person who has time to give, works well in a group process and is willing to learn.

JEDI: Samantha said BP4 – Board Meeting and Attendance will be used in the auditing exercise. The purpose is to familiarize the Board as a group with the auditing tool for its future use in policy review through a JEDI lens by the JEDI Committee. This tool was developed by Tabitha Moore, JEDI consultant. Through a three step process, the goal is to review policy language on a

spectrum of being “racially unconscious” to being “actively anti-racist” as a basis for revisions. The JEDI Committee will do the initial review, take recommendations to the full Board and then make final changes. The current policy was discussed and found somewhat punitive to individual directors rather than supporting them and should better allow for extenuating circumstances in personal concerns. Ollie suggested the policy could better reflect the expectation that the directors will contribute to Board work both at and outside of meetings. The JEDI committee will meet the first Monday of each month at 4pm.

GM Report: Greg briefly reviewed his report and said he was proud how the team handled the store closure during the December storm. The day before this set a single day sales record of \$137,000. The Double Up Food Bucks at MNFC will serve as a role model for other co-ops. WIC products are on the shelves in the store, credit card machines are updated, paper work is being filed and training will start after approval is granted.

EL 0 – General Executive Restraint: It was agreed that this EL should be flagged for revision. Its wording is subjective and problematic language was flagged by the Board in 2017, but never resolved. Greg noted that HR, in consultation with lawyers, creates and regularly updates the personnel policies that all staff and managers follow.

On a motion by Amanda, and seconded by Lynn, 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 10 – Informational Technology and Digital Communications: Samantha asked about the website accessibility. Greg reported that this has been considered before and work is being done to improve it. A request for proposals will go out this year to improve and update the site to be more user-friendly and include speech to text capability.

On a motion by Samantha, and seconded by Lynn, 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 8:14, on a motion by Amanda, seconded by Ilaria, all voted in favor to go into Executive Session for a GM check in. At 8:43, on a motion by Kate, seconded by Erin, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:43 the Board adjourned the meeting on a motion by Ollie, seconded by Amanda, with all voting in favor.

Respectfully submitted by Victoria DeWind