

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
March 15, 2023**

Board Members Present: Molly Anderson, Ilaria Brancoli Busdraghi, Erin Buckwalter, 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 member-owner request that the Co-op carry 25# bags of King Arthur flour again. Heather asked if member-owners can renew on-line or in person and if there is a push notification when a person is due for renewal. Greg said it can be done both ways but there is no notification. Heather said that would be helpful.

Approval of Minutes: On a motion by Molly, seconded by Amanda, the minutes of February 15, 2023 were approved as amended with all in favor and Ollie abstaining.

BP 8 – Governance Investment: The Board rated their work in this BP with 5 fours and 1 five. Lynn questioned the meaning of the terms “outside monitoring assistance” and “training and retraining”. Ollie suggested that the financial audit would be outside monitoring and maybe an example could be included for clarity. Samantha said training would include director orientation. Molly questioned using the word “prudently”. Amanda pointed out that the wording is from the Columinate template. Ilaria pointed out that MNFC uses the term member-owner, not member. The consensus was that the BP needs editing for clarity.

Board Budget: Lynn reviewed the proposed 2024 budget. It includes a 3% increase in director compensation. The D&O insurance is a draft number awaiting a quote at the end of March. Board discount remains the same as it usually comes in below budget. Professional development includes consultants and conference travel such as NFCA meetings and the CBLD 101 training. (Erin joined the meeting).

The Annual Meeting budget is based on an in-person meeting at American Flatbread with a sound system. The Annual Report will be printed but not mailed to member-owners. On-line voting costs include a raffle and prizes.

Amanda said she would like the Board to consider putting a JEDI consultant on retainer. Samantha suggested that professional development be increased for JEDI work which shows support of directors of color.

The Access Fund is to support directors in meeting director responsibilities. Samantha said this should be defined and worded carefully. Ollie said that \$500 may not be enough. Greg suggested it could be adjusted mid-year if needed. Lynn said it may be better to track the bottom line rather than adjust line items.

All voted in favor of a motion by Amanda, seconded by Ollie, to accept the budget as presented but with an increase of professional development to \$5,000.

JEDI: Ollie reviewed the draft language by the JEDI Committee on BP4 – Board Meeting and Attendance. They asked the Board to comment on two sentences:

1) In-person attendance is encouraged when possible. Greg said Zoom gives most options and attendance rules can be a barrier. Ilaria asked if the sentence discouraged using Zoom. Molly suggested adding “to facilitate building relationships” but Ollie felt the next sentence covered that. Samantha and Heather suggested the sentence was not needed as attendance is not the problem that Amanda said it was before. Erin said that she has gotten questions about attendance from Board candidates who do not live in Vermont all year. She questioned if a director could monitor Ends if they don’t live in the community. Lynn said Zoom is now common. The Board agreed to take steps to support relationship building and accessibility regardless of the format of participation to create a balance that best serves individuals as well as the Board as a whole. The JEDI committee will consider these comments.

2) Compensation will be prorated accordingly for that 12 month period. The Board considered if the sentence helps or is punitive. Molly suggested that it implies there is no work done outside of meetings. Amanda asked if Board work is not taken seriously, how that is dealt with. Ilaria suggested that taking away compensation is a negative step and talking through the issue is more productive. Erin suggested saying it “may ” be prorated. Voting directors off the Board is covered in the by-laws so this sentence may not be necessary. Greg suggested adding that it will be prorated if someone leaves the Board before their term ends. Samantha asked where to access the attendance chart kept by the Secretary.

GM Report: Greg summarized his report. The Budget is being worked on. MNFC’s Covid policy has changed to match the CDC policy though in the future this may not be the case. Wage raises will no longer be merit based to avoid unconscious bias in wage review. Raises will be 3% on date of hire across all departments. The current staff review format will be replaced with bi-annual conversations and addressing performance issues as they arise. Management will review market data to ensure Co-op pay is competitive and keep staff informed throughout the process.

The Double Up Food Bucks grant renegotiation has been delayed but it is hoped to have it in place when SNAP benefits are reduced. The WIC contract has been signed and the Co-op is awaiting response. Staff JEDI workshops this month focus on how to be both assertive and respectful in providing customer service.

EL 4 – Membership Rights and Responsibilities: Greg reviewed his report noting good member-owner turnout at the Annual Meeting and for election voting. He noted that the patronage decision even done in mid-audit was a good process that enabled a good Board decision. Amanda said she would like the 2024 patronage review to start soon. Samantha asked how often member-owners ask for share refunds. Victoria said it is infrequent and not even once a month. Greg offered to look into a number; it was agreed that this was not necessary.

On a motion by Amanda, and seconded by Ollie, the Board voted all in favor to accept the EL 4 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Executive Session: At 8:04, on a motion by Amanda, seconded by Lynn, all voted in favor to go into Executive Session for GM compensation. At 8:55, on a motion by Amanda, seconded by Ilaria, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:55 the Board adjourned the meeting on a motion by Amanda, seconded by Ollie, with all voting in favor. Respectfully submitted

Respectfully submitted by Victoria DeWind