

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
April 19, 2023**

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

Board Members Absent: Lynn Dunton, Heather Kvasnak.

Others present: Victoria DeWind (staff liaison), Drew Hudson (member-owner), Greg Prescott (GM)

Board Monitor: Ilaria

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

Member-owner Business: Drew is from Rochester VT and a former council member of Hunger Mt. Co-op. He spoke as a member of a group seeking advice for opening a co-op to replace the only food market in Rochester that is closing May 18. Samantha said as a food system issue, Farm to Plate might have resources and the New England Co-op Fund helps startups. She suggested VT Specialty Grocers Association or setting up a food hub similar to ACORN. Ollie suggested Old Road Farm in Granville as a produce source. Molly suggested seeking assistance from the VT State Agriculture Dept.

Samantha and Ilaria expressed praise for the bulk dried fruit bins. Greg said adjustments are being made for fruits that stick together to be in open bins with tongs.

Approval of Minutes: On a motion by Amanda, seconded by Samantha, the minutes of March 15, 2023 were approved as amended with all in favor and Kate abstaining. Amanda noted that Michael has said that you may choose but don't have to abstain in approving minutes if you arrive late or leave a meeting early.

Financial Review (voted in March Executive Session): On a motion by Amanda, seconded by Ilaria, and all voting in favor, the Board approved hiring Wegner CPAs to conduct a financial review for FY23. The Board discussed that in a consumer-owned cooperative, the owners are removed from the operations of the business. Therefore, an annual review is part of the Board's fiduciary responsibility of protecting the members' assets. This decision was made to fulfill the board's duty of care and diligence, and does not reflect a lack of trust. The Board expects to continue the established practice of conducting a review every year in between full audits. The Board asked Greg how the Board could provide support to the GM and staff through the labor and time-intensive review.

Communications: Amanda proposed a draft newsletter article calendar. As there is no point person to organize articles since Nadine left, she asked the Board to consider how to move forward. She suggested "standardizing" articles that are regular topics such as recruitment, elections and the Annual Meeting and having articles for other topics only as they arise. Kate said, as they are elected by member-owners, directors have a responsibility to keep them informed but there needs to be balance to keep this from becoming a burden in Board work. New directors may have ideas to share. Ollie suggested using interviews on topics instead of lengthy articles. Samantha asked if a Board administrator would be helpful in the logistics of communications. A

to-do list on Basecamp was suggested. Ollie and Samantha offered to write an article on new directors for August.

(Drew left the meeting at 7:18)

BP 3 – Agenda Planning: Amanda reviewed the draft 2023-24 work plan. She said that a review of meeting dates and time will be on the June agenda with new directors. Michael Healy suggested to her to consider monitoring all Board-Management policies at one meeting. Erin noted the BP3 calls for multi-year strategic planning. Samantha said work should be done to set priorities that will be factored into the yearly calendar. The President sets the agendas in consult with the GM and others.

The Board agreed that they are following BP 3.

JEDI: Ollie said the next BP to be reviewed is #5 - Directors' Code of Conduct. They asked directors to think about a focus on identity based harm and personal interrelations on the Board as part of review and revision of the BP 5.

Based on the discussion at the March meeting, Ollie presented the final BP 4 draft. The policy continues to encourage in-person attendance, and at the same time, the Board will work to facilitate inclusion of all Board members, regardless of how they attend. Prorated stipends for missed meetings were removed. 5f was added to cover resignations. Erin asked if attendance records kept by the secretary can be kept on Basecamp. It was agreed to remove “upon request from the Secretary” from 5b.

On a motion by Ollie, seconded by Ilaria, all voted to approve BP 4 as amended.

Greg asked the Board to consider and clarify the suggestion in March for a Board JEDI consultant. Ollie said a consultant could help the committee work on policies and a possible JEDI End, assist with director orientation and retention and give support for other issues that arise. Samantha said a consultant would show support for directors of color. Erin said it would be helpful for BDC. Ilaria said socio-economic challenges for people should be part of JEDI work.

Greg summarized: a consultant would provide support for 1) training, 2) Board directors one-on-one, 3) possibly creating a JEDI End, 4) a safe space to be heard. He asked if this is one or more than one person. Amanda said one person if possible in order to have an understanding and full relationship with the Board. Ollie suggested group dynamics are a priority. Kate said a consultant should know food co-ops and suggested contacting Columinate.

GM Report: Greg summarized his report. Sales growth was 5.6% at fiscal year end. Basket size was \$20 above 2020. He did not know what percentage inflation played in basket growth, and acknowledged inflation was a factor. Sara Granstrom will start as Finance Manager in May. While the federal government Covid emergency ends on May 11, the Co-op will keep its Covid policies in place through June. The GusNIP program is on hold. Those who would have administered the program at NFCA have left so they do not have capability now for it. MNFC is not in a position to do it on its own. WIC needs to give formal approval before training and point of sale updates can happen.

EL 5 – Treatment of Customers: Greg said the CX Survey Report showed most respondents were highly satisfied. If the Co-op was not doing well, membership and sales would not have increased over last year, 6.7% and 5.6% respectively. Customers may comment in several ways – suggestion box, surveys, returns, social media and Board meetings. An on-line suggestion box is

being worked on as part of the website update. Molly asked about staff safety. That is addressed in EL 6.

On a motion by Ollie, and seconded by Kate, the Board voted all in favor to accept the EL 5 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Executive Session: At 8:20, on a motion by Amanda, seconded by Ollie, all voted in favor to go into Executive Session for GM compensation. At 8:30, on a motion by Amanda, seconded by Ilaria, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:30 the Board adjourned the meeting on a motion by Samantha, seconded by Erin, with all voting in favor.

Respectfully submitted by Victoria DeWind