

Middlebury Natural Foods Cooperative
Board of Directors Meeting
June 21, 2023

Board Members Present: Erin Buckwalter, Suzanna Goldblatt Clark, Ollie Cultrara, Lynn Dunton, Erika Dunyak, Caryne Eskridge, Barbara Hofer, Heather Kvasnak, Samantha Langevin, Cody Mears, Amanda Warren.

Board Members Absent:

Others present: Victoria DeWind (staff liaison), Greg Prescott (GM), Peggy Rush (member-owner).

Board Monitor: Amanda

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

BP 5 - Code of Conduct: Board directors introduced themselves and shared community associations they have that could be potential conflicts of interest. Amanda noted that the Board determines conflicts, not the individual.

Member-owner Business: Barbara said she had gotten a phone call about the word “natural” suggesting it should not be in the Co-op’s name. Another call supported having a greater emphasis on organic produce in the store. New directors were encouraged to educate people about operations versus Board policy work, have them talk to the GM directly and encourage them to come to Board meetings. Amanda said she was asked to have election voting end at midnight instead of 7 pm. Cody supported more visibility about who is stepping down from the Board in elections.

Approval of Minutes: On a motion by Erin, seconded by Heather, the minutes of May 17, 2023 were approved as amended with all in favor and Erin, Suzanna, Erika, Caryne, Barbara and Cody abstaining.

Board Meeting Date and Time: All voted in favor of a motion by Erin, seconded by Samantha, that the Board meet on third Wednesdays, except November this year, from 6:00-8:00pm.

(Ollie left the meeting at 7:04)

Board Work Plan: Samantha explained that the plan starts in June after elections and goes into the next calendar year. Along with policy monitoring, the Board priorities, agendas and committee work are incorporated into the work plan. Basecamp and Google docs are used as well.

Officer Elections: Erin said that as a neutral party, Peggy Rush will create the officer slate from director nominations. A director can nominate themselves or others up to a July 10 deadline. Peggy will contact nominees to see if they accept the nomination. Directors who wish to serve may put statements on Basecamp or take 2 minutes at the July meeting to present why they wish to serve.

BP6 lists officer responsibilities. Amanda asked the Board to consider if one should be able to nominate more than one person to a position. Consensus was it is allowed for this election but will be reconsidered for future officer elections.

JEDI Committee: Samantha said that she, Lynn, Ollie and, Greg serve on the committee with shared leadership. They have been working on tools and logistics for exploring JEDI issues and bringing them to the whole Board to consider.

Lynn gave a history of JEDI work. The goal was to be intentional in making the Co-op board more welcoming, inclusive and diverse through workshops and education. There is a separate JEDI effort with the staff. The JEDI Executive Limitation was created at Board retreats 2 and 3 years ago. After time with reading and education, they moved beyond this with Tabitha Moore who gave the Board a policy audit toolkit with which to consider policies through a JEDI lens. The committee also sends ideas and issues to other Board committees. Lynn said new directors would bring new perspectives to the work and are welcome to join the committee which meets the first Monday of the month from 4:00-5:00pm.

GM Report: Greg summarized his report saying sales growth was 8.2% last month. There are new efforts to fill open staff positions by promoting new wage levels and benefits as examples of why the Co-op is a great place to work.

The June financial review went well with few questions. A report with final numbers is needed before patronage dividends can be set. Draft numbers will hopefully be available the week of July 10, and final numbers in early August. Printing and mailing checks will take much of August with the goal of them reaching member-owners before the September 13th annual meeting. Lynn said the patronage decision should wait for final numbers to ensure accuracy. Discussion led to the consensus that, to meet the plan for mailing checks, the Board will give consideration to the draft numbers at the July meeting and vote on the final patronage distribution on Basecamp if there are no major changes when final numbers come in.

Greg said that WIC requires UPCs to match those in their system and they have agreed to accept some in-house ones so participants will be able to access some local choices. Suzanna said foster parents receive the WIC benefit and it's disappointing not to be able to shop at the Co-op with it. She said some think the Co-op does not offer it by choice. Samantha suggested a report on WIC usage next year in EL 11 monitoring.

End Report – Part 1 – Healthy Food and Vibrant Local Economy: Amanda said this monitoring offered the opportunity to discuss why the Co-op exists. She asked the Board to discuss the Ends report using the “ORID Framework:” Objective, Reflective, Interpretive and Decisional.

Objective: This is data and facts. Local sales are up 17%, more than whole store growth. Produce is not included in organic sales numbers but is included in local sales. Greg was asked to include the total amount paid out to local produce producers in a year. Caryne asked about defining “healthy”. The Co-op has historically defined it through its buying criteria. Caryne noted

the large increase in Food For All members-owners. Greg said this has come from reaching out and meeting people out in the community in addition to in the store.

Reflective: Suzanna said that from her position as a producer that is not organic certified but is as good as, it feels that emphasizing organic is not the only way to represent “healthy”. This is a vague term and some WIC items do not fall under “healthy” as defined by the buying criteria. Samantha asked if a report on the percentage of local by department is possible to give a picture of what parts of the local economy the Co-op is supporting.

Interpretive: Amanda noted that with increased Food For All member-owners, there are more potential Board members with different backgrounds. Greg said the GM is responsible for interpreting Ends set by the Board. Healthy food is part of the Co-op’s by-laws and mission and management works to provide access to it. The Board agreed access to healthy food is a good goal and to possibly discuss the term “healthy food” at a future date. .

Decisional: Greg asked the Board to let him know what in the report was helpful or not. He will add Co-op costs in paying producers. Barbara praised the report as thorough, helpful and accessible.

On a motion by Erin, and seconded by Barbara, the Board voted all in favor to accept the Ends Report Part 1 and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Adjournment: At 8:31pm the Board adjourned the meeting on a motion by Amanda, seconded by Erin, with all voting in favor.

Respectfully submitted by Victoria DeWind