

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

Board Members Present: Erin Bulkwalter, Suzanna “Zan” Goldblatt Clark, Ollie Cultrara, Lynn Dunton, Erika Dunyak, Caryne Eskridge, Samantha Langevin, Cody Mears, Amanda Warren.

Board Members Absent: Barbara Hofer, Heather Kvasnak.

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

Board Monitor: Amanda

Call to Order: Amanda called the meeting to order at 6:00pm.

Member-Owner Business: Caryne asked about the Co-op’s response to the news of harassment at Citizen Cider and if their products would be removed from the shelves. Greg said that historically the Co-op has not boycotted companies and let the customers make their own decision to buy or not. Greg reviewed the history of the push for a boycott of Bove’s pasta sauce two years ago. Unlike the situation with Bove’s, Citizen Cider has not replied to questions or attempted to reach out to MNFC or its peer co-ops. Other co-ops are concerned about the quality and safety of their products with their production practices and have pulled product from their shelves. All questions and comments should go to Greg.

Erika said she had gotten a request that the Student Deals be offered again. Amanda said she appreciated the deli’s responsiveness to member-owner feedback on a tofu recipe. Greg acknowledged Victoria’s 20th anniversary at the Co-op.

Minutes: On a motion by Zan, seconded by Amanda, the minutes of September 16, 2023 were approved with all voting in favor and Ollie abstaining.

Columinate Contract: Amanda recommended that the Board renew their contract with Columinate. Last year the Co-op had a CBLD Regular contract and she reviewed the different levels of service offered. She noted that last year the Board had used more than the allotted 15 consulting hours and was billed for the extra. With possible restrictions on how hours are used in the larger contract and only a few extra hours were used, it was agreed to renew at the regular level and pay extra per hour over if needed. It should be less in the future as Michael will already know the orientation process from this year.

Amanda asked about authorization to use extra hours. Zan said it is the President's prerogative. Erin said it would be helpful for the BDC committee. Lynn said use them as needed and if it gets close to 15 hours the Board can reconsider. Amanda said directors are welcome to join any consulting meetings.

On a motion by Amanda, seconded by Zan, all voted in favor to re-enroll in CBLD Regular.

GM Report: Greg shared two items not in the report. MNFC has final approval to accept WIC though further training is required before we will begin to accept WIC as customer payment. The Deli is looking into working with a local vendor to provide some of MNFC’s holiday offerings due to staff shortages

Ollie noted the \$22,652 each to HOPE and CVOEO from donated and undistributed patronage dividends from the last two years. Lynn suggested that should be highlighted to member-owners. Greg said it will be in the November e-news.

Amanda appreciated having the NCG annual meeting report as a view of his work. Zan said work/life balance is important. Greg noted NCG financial trends report is for September and October will be available in November. It was agreed all reports are helpful and it was suggested

they go on Basecamp rather than in the packets.

Erika asked about the new credit card processor and if SNAP transactions fees were covered. These are now a flat fee but will soon become a per swipe fee. Greg will research this.

EL 6 –Staff Treatment and Compensation: Zan asked about paid holidays and noted there are no holiday neutral options. Greg said other holidays when the store is open have PTO applied for those taking those off but floating holidays with extra pay or an extra day off are being considered for next year. Samantha asked about parental leave. Greg said those fall under paid family leave.

Greg reviewed details of staff benefits. This includes a set weekly schedule with two days off in a row. Starting levels had an adjustment up to \$16.50, more than some unionized co-ops. The Co-op's portion of health insurance premiums will increase to reflect the 14% increase in cost and will offer two person and family coverage policies.

On a motion by Erin, and seconded by Zan, the Board voted all in favor to accept the EL 6 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

GM Compensation Philosophy: Amanda explained this as a tool for the how and why of GM compensation, not a discussion of a specific salary. This came from a request from Greg to get clarity on the compensation process. The philosophy emphasizes being strategic in making sure GM compensation is competitive in the industry for future hiring. GM compensation is not tied to performance evaluation—under Co-op policies, Co-op performance is GM performance and is evaluated throughout the year in EL monitoring. Ollie asked if the GM receives profit sharing. Greg said yes. Salaried employees receive it based on schedules; hourly employees receive it based on hours worked.

It was agreed this policy should be transparent to staff, can be amended if necessary and reviewed annually. On a motion by Amanda, seconded by Erin, all voted in favor to adopt the GM Compensation Philosophy as Board/Management Relationship policy - BMR 5.

Feedback to the Board: Having attended a webinar on how to receive feedback about Co-op management, Amanda asked the Board to consider guidelines for the process and how to be prepared to receive it. It is important to give thanks, let them know they are heard and they will have a response from the Board as a whole. The first step is to relay the feedback to the President and, if they are not available, the Vice President. An outside consultant can be used if necessary. If feedback is from an employee, suggest they use the conflict process in the personnel policy manual. These are suggested protocols depending on context and not hard and fast rules. Samantha noted that these guidelines are for both outside of meetings or at them. The Board accepted these guidelines.

(Zan left the meeting)

Executive Session: At 7:51, on a motion by Amanda, seconded by Ollie, the Board voted all in favor to go into Executive Session for personnel discussion. At 8:14 on a motion by Amanda, seconded by Ollie, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:14, on a motion by Caryne, seconded by Samantha, all voted in favor to adjourn the meeting. Respectively submitted by Victoria DeWind