

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

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

Board Members Absent: Erin Bulkwalter, Caryne Eskridge, Heather Kvasnak.

Others present: Kathy Comstock (FE sub), Victoria DeWind (staff liaison), Lisa Maloney (staff), Greg Prescott (GM),

Board Monitor: Amanda

Call to Order: Amanda called the meeting to order at 6:02pm.

Member-Owner Business: Samantha reported that she had had a question about a product and found emails for contacting store departments on the website which made it easy to get an answer. During Member-Owner business, the Board received six, anonymous printed papers that were addressed to the Board and had been placed in the staff liaison’s mailbox. As is standard practice for the Board, anything received or voiced during the Member-Owner business portion of the meeting is received and taken seriously, and is not added to the agenda for that evening’s meeting.

Minutes: On a motion by Zan, seconded by Samantha, the minutes of October 18, 2023 were approved with all voting in favor and Barbara abstaining.

BMR Policies 0-4:

The Board completed a self-evaluation survey to self-monitor the Board Management Relationship policies, and rated their group work on a scale of 0-5.

#0 – Global: survey results were 70% #5, 30% #4. Ollie noted that it was improved over last year. Samantha said having #4s is a natural trend meaning the Board is doing well but could be better.

#1 – Role of the Board: 60% #5, 20% #4, 20% don’t know. Amanda said results had been shared with Greg. Lynn said she appreciated new directors saying “don’t know” and this result can be compared to next year. Samantha asked if the Board has asked too much of Greg. Rarely has he had to be up front about time constraints in his role as go-between for staff and Board.

#2 – Accountability of the GM: 80% #5, 20% #4. Amanda said the Board will view organizational performance as GM performance and vice versa. Unlike traditional businesses that define “performance” through net income or sales only, MNFC uses monitoring Executive Limitations and Ends as review filters throughout the year for GM review.

#3 – Delegation to the GM: 80% #5, 20% #4. The Board agreed the key is “reasonable” and they will define what is reasonable as a group, not individually. Amanda noted the sentence about a change in Ends or ELs and asked if “it takes place in the future” means immediately or at an agreed upon date.

#4 – Evaluation of the GM: 50% #5, 40% #4, 10% don’t know. Performance is compared to expectations set in the policies. Of the internal, external and direct Board inspection as review methods, evaluations have used the last option the least. Samantha said the 2024 staff survey could be included next year’s review as an addition to the year-long EL and Ends monitoring.

Amanda asked how the Board felt about reviewing all BMRs at once. Most agreed it was helpful in connecting the policies for an overall picture. Ollie noted that it may constrain time given to considering each one.

GM Report: Greg summarized his report. There was good growth in October; he will share the November NCG report when he receives it. He explained the \$1,000 hiring bonus for staff was done to attract new applicants as well as to acknowledge those already working. There has not been an increase in applicants so far but advertising is being expanded. He explained that staff shortage in the Deli is the reason behind limited hot/salad bar hours. He noted other stores are doing this as well. WIC is now officially approved at MNFC and Front End staff have been trained. This will be announced in the e-newsletter and on social media. The WIC office will provide their clients the Food For All applications.

Amanda asked the Board to consider approving an external Financial Audit in 2024. Ollie noted this is customary practice with new finance managers. It is not known if this will be an in-person audit. Amanda appreciated the review done with Wegner CPA this year given all the extra work involved. Lynn said an audit does not need to be done every year and this audit will not be as intense given Wegner's earlier work with the Co-op.

On a motion by Amanda, seconded by Ollie, all voted in favor to hire Wegner CPA to do a 2024 audit.

(Ollie left the meeting 7:00)

EL 6 –Diversity, Equity and Inclusion: This policy was created from the 2020 retreat and was unique among peer Co-ops. Greg reported on it as a global policy without sub policies. He referenced using bylaws, open membership and creating new access to membership, customer survey results, new WIC approval, EL 6 data and demographics and staff JEDI workshops.

Lynn asked about the customer survey link on receipts. Greg said they were replaced by the QR code for applicants but NCG is working on a program to have both on receipts. It was suggested to share results in the e-newsletter. Greg said the questions are standardized and not specific to MNFC. Samantha asked about an outside review of Co-op DEI practices. Renee Wells met with staff for feedback on the workshops and how to improve them.

On a motion by Samantha, 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.

JEDI: Amanda asked the Board to consider using part of the January retreat to review the success of the JEDI Executive Limitation and if revisions are needed. Part of the day has been planned for Board priorities. Amanda said past comments have indicated the need for some changes. Lynn said it would be good to have the perspectives of newer directors and learn about the experience of other co-ops with this work.

Questions for Michael Healy – is it an EL or an End? Is another outside JEDI consultant needed and if so should they be at the retreat? What metrics/sub-policies or wording would help in showing compliance? The retreat agenda will be in the December agenda.

EL 1 – Financial Condition and Activities – Q2 FY 2024: It was noted that the CBLD 101 training was helpful for Board interpretation of this EL. Greg said the ERC payment has been resubmitted. The penalty was from a misunderstanding of the tax on ERC funds. Samantha asked if it's possible to know how many new versus renewing members there have been this year to understand who the Co-op is reaching. Greg said perhaps a search for \$20 payments can be done.

Victoria said short of counting share forms it would be hard to get a definite number as some new members are actually renewals.

Executive Session: At 7:38, on a motion by Amanda, seconded by Zan, the Board voted all in favor to go into Executive Session for financial discussion. (Zan left the meeting at 7:46). At 7:58, on a motion by Amanda, seconded by Cody, the Board voted all in favor to come out of Executive Session.

On a motion by Amanda, and seconded by Lynn, the Board voted all in favor to accept the EL 1 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Adjournment: At 8:00, on a motion by Amanda, seconded by Samantha, all voted in favor to adjourn the meeting.

Respectively submitted by Victoria DeWind