

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 20, 2023**

Board Members Present: Erin Bulkwalter, Ollie Cultrara, Lynn Dunton, Caryne Eskridge, Barbara Hofer, Samantha Langevin, Cody Mears, Amanda Warren.

Board Members Absent: Suzanna “Zan” Goldblatt Clark, Erika Dunyak, Heather Kvasnak.

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

Board Monitor: Amanda

Call to Order: Amanda called the meeting to order at 6:01pm.

Member Owner Business: The Board followed up on the six, anonymous printed papers that were placed in the staff liaison’s mailbox in advance of the November Board meeting and delivered to the Board during Member-Owner business. 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. Following the meeting, the Board 1) reviewed the letters 2) made time to meet with and listen to member-owners, and current and former staff 3) consulted with multiple experts in the field 4) talked extensively with Greg to express the concerns brought forth by member-owners 5) and wrote an article for the December e-newsletter explaining how to contact the Board. They are also considering updating the Board poster in the store entryway with more prominent contact information.

Minutes: On a motion by Samantha, seconded by Lynn, the minutes of November 15, 2023 were approved with all voting in favor and Ollie, Erin and Caryne abstaining.

Board Education: The Board discussed the proposed criteria for using education funds in the Board budget. It was suggested that this be incorporated into BP 8 - Governance Investment and be included in its monitoring. As long as funds are available all education opportunities are approved. Expenses should be paid in advance on the Co-op credit card. Reporting back to the Board on the events is expected. On a motion by Amanda, seconded by Ollie, the criteria for Board education expenses were approved with all voting in favor.

Board Recruitment: Barbara presented an update on election planning since meeting with Ollie and Erin. The calendar has been set with a start in early January in the e-newsletter and after that an all member-owner email to urge people to consider running for the Board’s four open seats. The first Meet and Greet will be February 12th at 7pm. There will be a second one at 5pm before the Board meeting on Feb. 28th. Applications will be due March 10. Barbara encouraged all Board directors to submit bios and a photo to use on Co-op social media to promote running for the Board. The committee encourages directors to reach out personally to and encourage those they think would be a good fit to run for the Board.

GM Report: Greg summarized his report. Sales growth for November was 7.6% with the store open the day after Thanksgiving unlike last year. Store Operations manager Jen has given notice with a departure in February. The Co-op has hired Bonnie Hudspeth of Firebrand to serve as interim marketing manager. She will focus on social media, the website and support the election process. Daniel Wright has been hired as the new HR manager starting January 8th. Greg holding

open office hours once per week has been well received by staff. One on one time can also be requested. The All Staff meeting is scheduled for Jan 31 but a location and time to accommodate the 114 staff is yet to be determined. Staff will vote first and second choice for staff social events for team building this week. Department meetings will be restarted for department operations discussions.

Samantha congratulated Greg for the great health inspection results. Lynn commented on what an asset Bonnie will be to help the Co-op.

EL 7 - Communication to the Board: Amanda said the EL monitoring chart is now on Google Drive to streamline communication between the GM and the Board. She noted that she meets monthly with Greg and will report back items to the whole Board when necessary.

On a motion by Amanda, and seconded by Cody, the Board voted all in favor to accept the EL 7 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

EL 8 - Board Logistical Support: Barbara asked if Greg's phrase "I interpret..." indicates a need for more clarity in EL language. He said no, this is standard practice for all EL reporting since the Board sets the policy, but the GM is responsible for determining the operational interpretation of the policy.

On a motion by Barbara, and seconded by Ollie, the Board voted all in favor to accept the EL 8 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Executive Session: At 7:04, on a motion by Amanda, seconded by Samantha, the Board voted all in favor to go into Executive Session for GM compensation. At 8:04, on a motion by Samantha, seconded by Amanda, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:04, on a motion by Amanda, seconded by Ollie, all voted in favor to adjourn the meeting.

Respectively submitted by Victoria DeWind