

Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 17, 2024

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

Board Members Absent: Cody Mears.

Others present: Midori Batten (staff), Victoria DeWind (staff liaison), Greg Prescott (GM), Kate Van Dine (staff).

Board Monitor: Amanda

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

Member Owner Business: Ollie said they had recently had very helpful interactions with staff. Samantha said that she appreciates the MNFC store layout especially compared to the Healthy Living store which is confusing.

Minutes: On a motion by Samantha, seconded by Caryne, the minutes of December 20, 2023 were approved with all voting in favor and Erika, Heather and Zan abstaining.

Board Process – BP-0: on scale of 1-5, directors reviewed the BP with 27% three, 64% four and 9% five. The Board discussed the term “strategic leadership”, what it means and how it differs from strategic planning. There was discussion about whether the term should be given a clearer definition and if the policy should be revised to give better guidance. Amanda suggested that this BP should be considered along with BP1. Zan suggested including what success looks like and include objectives as a basis for review. Erin said Board work reflects on how Ends are being met and suggested taking time to consider Ends. Lynn suggested removing “strategic leadership” and rewording the BP with more substance. It was agreed that “leadership” is in the purview of the Board while “planning” comes under the GM responsibilities to meet policies.

Board Recruitment: Barbara presented an update on election planning. The packets and posters are ready for distribution. Barbara asked directors to sign up for where they will hang posters and which people and organizations they will contact for recruiting. Barbara will contact last year’s candidates that were not elected. All member-owners will receive a recruiting email on Jan. 17th. Samantha offered to write an article on Board priorities for the March newsletter. There is a Zoom Q&A on February 12th, a Meet and Greet February 28th and applications now due on March 10th.

Facilitator Training: Zan reported on the training she attended. It was challenging but well done. It gave her insight into skills others use. She sees now that MNFC Board agendas are well detailed with “what, who and when” and meetings are run well. She feels she can use the training skills in other activities and the training was well worth it.

January Retreat: The retreat will be at the UU church from 9am-3pm with catered food. There will be information in advance but no homework required.

GM Report: In addition to his report Greg informed the Board about the third quarterly inventory on January 16th. The outside group that counts the floor inventory was not able to get to the store due to the snow storm so several staff stayed late into the evening to count in the departments that have the most varied inventory due to perishability and frequent changes. Finance Manager, Sara Granstrom, found that the variance in the grocery margin compared to Quarter 2 was little so it did not need to be counted. Greg is grateful for Michaela, Owen, Luke, Kris, Kira, Jen and Sara staying late to count Produce, Bulk, Cheese, Deli and Bakery. Full

inventory will take place in Quarter 4. Ollie asked why 3rd party counters are used. Greg said to take the burden off staff. It would involve 4-6 hours after closing for 20-30 people.

Greg informed the Board about the hiring of the new HR manager Daniel Wright.

The store will close at 4pm on January 31st for an all-staff meeting. Erin asked if this is an annual event. Greg said the last one was in 2019 due to Covid. With more staff now than before, how to best get staff together will be evaluated.

Ollie asked about the pause in JEDI pods for staff. Greg said there is a plan to continue working with Renee Wells this year. Renee has organized the staff feedback about the JEDI pods and will review this with Greg, Jen, Daniel and Harley in early February and plan on how to move forward.

EL 0 – General Executive Restraint: It was agreed that this policy will be reworded in policy revision work. It was agreed the eleven ELs and the Ends monitored throughout the year provide the full demonstration of compliance with the purpose of this global EL. Amanda said this policy can become particularly important if there is not compliance in other ELs. Greg informed the Board that the past issue with the IRS may reoccur as the Dependent Coverage Penalty is for tax year 2020. As the IRS reviews tax years 2021, 2022 and 2023 more penalties may be issued as MNFC did not have dependent coverage until the end of tax year 2022.

On a motion by Zan, and seconded by Barbara, the Board voted all in favor to accept the EL 0 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

EL 10 – Informational Technology and Digital Communication: This EL is unique to MNFC and is not a standard template from Columinate. Samantha suggested adding adaptive technologies in order to reach those constituents that are being left out. Erin agreed and asked if the Board should give more guidance and if it needed to be codified. Zan suggested using the internet ADA guidelines for web design. Greg said he had looked at this and will get proposals from web designers when there is a new marketing manager.

Erika asked if this is a more operational concern and should it be monitored by the Board now that the website and e-voting is well established. Erin suggested Information Technology is part of fiduciary responsibility so that element of the EL is good to have.

On a motion by Zan, and seconded by Erin, the Board voted all in favor to accept the EL 10 report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Executive Session: At 7:38, on a motion by Amanda, seconded by Samantha, the Board voted all in favor to go into Executive Session for GM compensation. At 7:44, on a motion by Amanda, seconded by Erika, the Board voted all in favor to come out of Executive Session.

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