

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
March 20, 2024**

**Board Members Present:** Erin Buckwalter (6:40), Ollie Cultrara, Lynn Dunton, Erika Dunyak, Caryne Eskridge, Barbara Hofer, Samantha Langevin, Cody Mears, Amanda Warren.

**Board Members Absent:** Suzanna “Zan” Goldblatt Clark

**Others present:** Kate Van Dine (staff), Victoria DeWind (staff liaison).

**Board Monitor:** Samantha

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

**Member-Owner Business:** None

**Broad Process - BP8 - Governance Investment:** On scale of 1-5, directors reviewed the BP with 70% four and 30% five. Lynn talked about the fifth comment regarding professional development in the BP review. She talked about the importance of group development through professional training for directors and she fully supports the increase in the education line of the Board budget. With the high cost of travel and lodging for conferences there also needs to be a balance between cost, the number of attendees and equal opportunity for all to attend. Ollie noted the importance of the development of collective knowledge on the Board. Cost may mean only 3-4 people each year can attend on a rotating basis. Cody supported the comment about 2c on outreach to member-owners not being proactively followed and felt it should be looked into. Samantha thanked directors for their comments which will be considered in the audit.

**Board Budget:** Ollie said the CCMA registration timing puts it in this year’s budget. Samantha suggested that this be noted so it is anticipated in future budgets. Ollie will record it. The Board discussed the 70% increase in Annual Meeting costs. Victoria gave a history of the meeting format changes over years with an increase in attendance over time. Amanda reminded the Board of Michael Healy’s thoughts that the cost for the Annual Meeting can be thought of as an investment in member-owner engagement for the entire year. Ollie suggested leaving the Annual Meeting budget as is now and reconsider later. Lynn said director stipends will change and should be decided for the next budget. Ollie noted that the full Board budget is comparable to a full time position and the democratic communication is of value.

On a motion by Ollie, seconded by Samantha, all vote in favor to accept the final budget as presented.

(Erin arrived)

**Board Process - BP1 - Governing Style:** Samantha presented the draft wording with emphasis on working collaboratively and making delegation more clear. All 10 policy governance principles were added to make them clear. #3 was removed as it felt punitive and using “follow” instead of, “obey” in #5. Lynn said “obey” also felt punitive. Erika suggested “comply” might be better and commented on the legal interpretation of “comply”, “obey” and “follow”.

On a motion by Barbara, seconded by Caryne, all voted in favor to accept the revised BP1.

**Board Process - BP2 - The Board’s Job:** Samantha said while the draft is longer the goal was to make it more clear in defining practicing democratic ownership and fiduciary responsibility.

Erika felt it works from a legal perspective and responsibility is covered in the Code of Conduct. Amanda asked if “financial” oversight would be seen as operational rather than “fiscal”. The Board does look at financial data so it left the word financial. Ollie suggested looking into “fiduciary” more. Erika said it goes beyond its legal meaning and reflects co-op values. Erika suggested rewording 3a on delegating authority. The JEDI committee will bring a final draft to the next meeting.

**Minutes:** On a motion by Caryne, seconded by Ollie, all voted in favor to approve the February 28, 2024 minutes with Erika abstaining.

**GM Report:** Samantha commented on the 16% increase in the cheese department. It was noted all departments were up and it was suggested the extra day due to Leap Year may be why. Greg will be consulted on this.

(Ollie left the meeting 7:00)

Amanda commented on the good process for the wage scale changes. Samantha said it is good that wage compression was included. This is an important component of wage adjustments and not common in our culture. Amanda noted that MNFC pays the highest starting wage in New England co-ops.

**EL 4 - Membership Rights and Responsibilities:** Barbara asked about the minimum 20% returned to members. Federal requirements call for at least 20% of member-owner sales be returned if a patronage dividend is declared. Barbara suggested “federally required “ be added to reporting. Lynn noted that Co-op has returned 35%, 40% and 45% in previous years.

On a motion by Amanda, seconded by Erin, all voted in favor to accept the EL 4 report.

**BDC Update:** Barbara announced there are 3 applications from incumbents and 3 applications from prospective Board members for the elections in May.

**Adjournment:** At 8:02, on a motion by Barbara, seconded by Samantha, all voted in favor to adjourn the meeting.

Respectively submitted by Victoria DeWind