

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
June 19, 2024**

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

Board Members Absent: Erika Dunyak

Others present: Clayton Buckwalter (guest), Victoria DeWind (staff liaison), Greg Prescott (GM).

Board Monitor: Amanda

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

BP 5 - Code of Conduct: All directors shared community connections that may be possible conflicts of interest. All signed forms are available in the electronic Board files.

Member-Owner Business: Ollie shared a comment from a customer who misses the sparkling cider in cans. Ollie asked why public Wi-fi is not available in the store. Greg replied that there is limited seating and tables shouldn't be occupied for a long time by users. Samantha shared comments that the Co-op grapes are great and a question asking if the chocolate pudding should be called mousse instead.

Minutes: On a motion by Caryne, seconded by Barbara, the minutes of May 15, 2024 were approved as amended with all voting in favor and Caroline abstaining.

BP 4 - Board Meetings and Attendance: The Board discussed section 3 which calls for seeking consensus. Some felt this should be more clearly defined, others felt it is a goal rather than a formal requirement. Samantha suggested reviewing this in the BP 0 or 1 monitoring. On a motion by Amanda, seconded by Ollie all voted in favor of monitoring BP 4 in June instead of May.

Meeting Dates and Time: It was suggested that June 18, 2025 be added to the list of meeting dates of third Wednesdays of each month in the 2024-25 work plan. Barbara asked why 2 ½ hours is being proposed for meetings. Amanda said it is to give sufficient time needed to meet the needs of the Co-op as it increases in size and complexity as well as time for personal connections. Lynn suggested adding time but only if there is a need month to month. Ollie requested there be a 5 minute break if adopted. Barbara suggested starting earlier for personal check-in time. Check-in time was deemed valuable and it was agreed to try longer agenda time for next 5 months and revisit it in December. People can leave earlier if needed.

Annual Work Plan: Amanda and Samantha developed the proposed June 2024 to June 2025 work plan including Co-op events, tasks and monitoring schedule for Ends, ELs, BPs and BMRs. It is for reference only and retreat priorities and updates will be added.

Officer Elections: Erin explained the process. Peggy Rush will prepare the slate after she receives nominations by email from directors and confirms their agreement to run. Nominations are due July 8. Candidates may post statements on Basecamp and have 2 minutes to talk at the July meeting before voting takes place. Samantha encouraged anyone interested in the vice-president's position as a way to do succession training. BP 6 describes officer's roles.

JEDI - Observed Holidays: Samantha encouraged all to list dates on Basecamp that would be of concern if they conflict with Board meetings - official as well as "personal" holidays.

BP 7 - Board Committee Principles: Ollie said the draft revision added values through a JEDI lens. It will be considered at the July meeting and monitored in August.

Board Development Committee: It was announced that Zan Goldblatt Clark has resigned from the Board. Barbara asked the Board to consider whether to hold a special election or make an appointment to fill the seat. Lynn asked about the criteria for making an appointment. Barbara said that is not clear beyond having the desire and ability to make a large commitment. Ollie and Erin supported taking the time to create criteria with a JEDI lens. On a motion by Ollie, seconded by Erin, all voted in favor to appoint a replacement rather than by a special election.

GM Report: Greg noted sales growth. Patronage dividend vote for FY2024 will be needed to close the financial audit. Audit numbers will be available next week. Dividends come from member-owner sales only. Profit designated as patronage dividend is not taxed. The Board must first decide how much to designate as dividends and then if more than the required minimum of 20% will be returned to member-owners. Greg offered to hold an information session for directors about the patronage dividends.

Greg announced that Julia Reed has been hired as the new Co-op marketing manager. He asked that Board marketing questions and requests still go to him until she has settled into her position. Kira Winslow has announced her retirement from the Co-op on October 2.

Barbara asked who makes the decision on profit sharing. The GM is designated in the personnel policy for this.

Ends Report - Healthy Food: Amanda recognized the importance of and work in creating the report. Cody noted the loss of local sales due to severe weather last year. Ollie noted the WIC sales number and is interested in seeing how it changes over time. Lynn suggested that Board discounts be included with the other discounts giving access to healthy food. Barbara asked how the 80/20% organic to conventional was determined. Local produce other than apples is organic. The Co-op does not use universal PLU codes but WIC requires it so there may be a change. Amanda appreciated the buying criteria and staff work to create it. Samantha expressed her mixed feelings about increasing sales growth. Should that be the goal and what is the implication for the future? Caroline asked if the buying criteria means all the food is healthy. Ollie suggested that part of sales growth is due to increased costs.

Greg noted that as the Board set the End of Healthy Food, it's important to consider what is the meaning of healthy and what data is needed to show compliance.

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

Ends Report - Vibrant Local Economy: Ollie asked how local produce is tracked but not organic produce. It is through the cost of goods sold as opposed to sales. Produce can change between organic and conventional but are under the same PLU. Samantha appreciated the monthly breakdown of Co-op community support and donations. Amanda and Samantha noted the investment in and support of staff along with community support. Erin asked about the HOPE and CVOEO donations. Greg said the figures pertaining to uncashed dividend checks are for two years. Cody appreciated all the ways customer dollars go back into the community. Lynn noted that most of the data was about money and said the Co-op does more than that in intangible but important ways to keep the community vibrant. People have long invested in the Co-op and its history is important.

On a motion by Samantha, seconded by Cody, the Board voted all in favor to accept the Vibrant Local Economy Ends report and agreed the report was on time with reasonable interpretation of sufficient data and in compliance.

Executive Session: At 7:58, on a motion by Amanda, seconded by Ollie, the Board voted all in favor to go into Executive Session for director replacement. At 8:27, on a motion by Amanda, seconded by Samantha, the Board voted all in favor to come out of Executive Session.

Adjournment: At 8:28, on a motion by Amanda, seconded by Ollie, all voted in favor to adjourn the meeting.

Respectively submitted by Victoria DeWind