

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
August 21, 2024**

**Board Members Present:** Caroline Corrente, Amanda Warren, Barbara Hofer, Ollie Cultrara, Samantha Langevin, Cody Mears, Caryne Eskridge, Lynn Dunton, & Erika Dunyak

**Board Members Absent:** Erin Buckwalter

**Others Present:** Greg Prescott (GM), Sara Granstrom (Finance Manager), James Morrell (Columinate, Emergency GM Successor), Harley Fjeld (notetaker), Bruce Mayer (Wegner CPA), Joe Saltzman (Wegner CPA)

**Board Monitor:** Amanda

**Call to order:** 6 pm

**Emergency GM Successor:** James Morrell introduced himself. He will be attending meetings four times a year.

6:11pm Amanda Warren motioned to enter executive session, Ollie Cultrara seconded.

6:26pm Amanda motioned to adjourn executive session, Ollie seconded

**EL 1:**

Amanda noted a change to the agenda, to move the open session portion of EL 1 to accommodate Sara's presence. Amanda motioned to accept this change, Ollie seconded.

In discussing **EL1**, Ollie said it makes sense there are different goals for different parts of the year's sales growth and also had questions about the high ratios for Q2+3 of 2024. Sara said that this is due to the ERC.

Lynn - there was a decrease in Food for All members. What kind of reminders or outreach did we do? Greg responded that we have stayed with consistent methods for this kind of communication via the MEM department, but that the big thing that happened in July was that Julia in MEM and Greg went to the ACORN Farmacy pick up to sign folks up for Food for All, or renew their membership. The decrease in MEM staff also has affected the # of participants in this program, but that is expected to change with the addition of new staff. Board members discussed other potential barriers to sign ups, including not checking email, feeling like it is a hassle to prove your eligibility, etc. Greg noted that the information the MNFC collects about FFA participants is limited by privacy protections.

Amanda requested that Greg clarify in legend on reporting graphs significant items like ERC \$, to make it easier to place this data in context for Board members.

6:36 Amanda made a motion to enter executive session for the purposes of monitoring the report for EL1, seconded by Barbara.

6:41 The board came out of executive session on a motion by Amanda seconded by Cody . Ollie made a motion to accept EL1 as compliant, seconded by Amanda. All voting in favor with reasonable interpretation, data provided and on time.

**Member-Owner Business**

Barbara shared that Hardwick and Morrisville have messages that say “All Are Welcome” outside. Do people know non-members can shop at the coop and have we considered this type of sign?

Samantha encouraged folks to visit other coops and see the differences, notice the smells, and appreciate how the community impacts the products.

**Minutes:** On a motion by Samantha, seconded by Barbara, the minutes of July 2024 were approved as amended with all voting in favor and Erika abstaining.

**BP7** discussion was opened up, it was questioned if the JEDI section needs to be beefed up. The JEDI committee will revisit their charter to review if they can make it more specific, possibly “Add more verbs”.

BDC committee will review the charter. There was a request to bring the new board member orientation back in-house and to be done in-person by the GM. Board members would benefit from getting information specific to our coop. Previously there was feedback that more information needed from the in-house orientation, so Michael Healy was brought in. Cody noted that CBLD101 was helpful for staff to get familiar with broad board topics.

**Annual meeting** will be on September 10, 5:30-7:30pm. BDC will report on why to join the board. Taylor from the WIC office will be a guest speaker. The food acknowledgement from 2023 will be used again in 2024, it felt relevant and important in 2023 since food is what brings the coop together.

The JEDI committee might give their time back to Greg, last year they reviewed policy changes post audit without much time for member questions.

During the annual meeting, Amanda introduces board work with the three responsibilities of the board, and the policy review audit could be mentioned there. Some considerations were: Do we feel comfortable with not having a JEDI slide? Do we want to give the time back? Yes - it was agreed to give this time back for other topics, possibly member questions. *Official board business: Theo must sit next to Glenn Lower.* Board members should arrive promptly and greet folks as they come in. Samantha noted to remember folks don't have to be a member to attend or live in the area to attend. All are welcome to stay and eat.

### **Board budget**

We were under budget for CCMA and have \$11,771 left in the board education fund.

\$250 left in the access fund for board members if they need covid tests, childcare, etc. in order to attend meetings. Reimbursement form is on basecamp.

### **General Manager Report**

Bread has been renamed to Bakery because some in-house items that you would think are under Bread are classified as the deli. Left out of the report are Tax 1 (toilet paper, cleaning products), Tax 2 (magazines, household items), Beer & Wine are all under Grocery. They weren't split out because of a new bookkeeping process that makes it time-consuming. Vitamin sales have grown due to efficiencies and updates within the department.

Johnny Johnson is the new Store Operations Manager and is eager to get started. Greg noted that he is thrilled to have this internal hire who has grown so much at the coop and brings emotional intelligence, enthusiasm, and growth in management. It was noted that there were

multiple big hires within the past year - Marketing Manager, HR manager, Store Operations Manager.

Bring a Jar Take a Jar is appreciated! Bulk was motivated to get creative to help customers build a program that allows folks to shop in the bulk section without needing to buy a container. A lot of work went into making a program that was blessed by the health department. This program needs more jar donations.

**Board Development:**

Gabby Davis met with some board members on 8/20/2024 to discuss recruiting processes for boards and recruiting more diverse candidates. Gabby brought up a number of thinking points, like the following. Sometimes a board is not super diverse, but is matching the shopper demographic. Be clear who is missing at your table, be clear and transparent about what you're looking for. What type of diversity? Is it needed or is it wanted? Be ready to receive any new board member not already represented on the board and support them. Are we looking to expand our board to expand our community? Or should we start by expanding our community and the board will follow? It was noted that it might be meaningful for potential board members to know that there are financial benefits to serving.

BDC thought the board could use consultation on avoiding tokenism, identifying criteria for candidates, identifying potential candidates, identify reasons for looking for diversity in candidates.

Samantha thought it was important to identify *needs, what, and why* for how to diversify candidates. Ollie acknowledged there's not Board consensus on these points and the discussion on it was waiting until after a meeting with Gabby Davis. BDC and JEDI will have a joint-meeting to discuss this to develop a goal and criteria.

Having staff members on the board was discussed. It was just voted on by member-owners in the 2019 bylaws revision because it is a conflict of interest as the board supervises the GM, the GM supervises staff and it can create a circular loop of accountability. Samantha asked Erika if there was another way to see the value of staff as board members. Erika's thoughts were that staff are constantly evaluating their supervisors and their behaviors, and it might bring in a perspective that we are missing. We have a big board and a staff as a board member would be held to the same standards.

Lynn acknowledged 11 is a large number, James shared it works and the board is engaged and respectful. Our bylaws dictate we have 11 board members, it could be amended to allow for the board to decide the numbers.

Barbara thanked Greg for leading the group through a difficult, but enlightening exercise during the board retreat!

**Adjournment:** On a motion by Amanda, seconded by Cody the meeting was adjourned at 7:51 pm.