

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
July 17, 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: Victoria DeWind (staff liaison), Greg Prescott (GM).

Board Monitor: Amanda

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

Member-owner Business: Lynn reported a question she was asked about why red and yellow peppers cost \$6.99/lb. Greg said he would look into this.

Minutes: The Board voted all in favor of a motion by Samantha, seconded by Caryne, to approve the minutes of June 19, 2024.

Patronage Dividend: Ollie said the first decision to be made is to how much to allocate of the 82% (\$710,032) of total sales from member-owners as patronage dividend. Funds allocated are not taxed.

On a motion by Ollie, seconded by Amanda, all voted in favor to allocate 100% of member-owner sales to patronage dividends.

The next decision made was how much of the patronage dividend to return to member-owners. Caroline asked why 65% was returned last year. Greg explained the Co-op had extra money from the ERC covid funds. Of the three options presented, Greg recommended returning 45% which was generous while still leaving sufficient funds for planned and future capital needs of the Co-op. At 45% rather than 40%, more people will receive checks.

On a motion by Ollie, seconded by Samantha, all voted in favor to refund 45% of the patronage dividend to member-owners. Any checks below \$5, donated checks and uncashed checks will be donated to food shelves, with the mechanism to be decided by the GM.

Barbara suggested considering adding funds to member-owners accounts rather than having the expense of mailing checks as done at other co-ops. It could be a way to bring more of the community to the Co-op. Lynn commented that there is tension among those people who think the Co-op is too expensive and has large profits. Greg said earlier profits were lower when the Co-op had loans to pay off and other variables.

Board Development Committee: Amanda talked about June's executive session for appointing a new Board director. Possible candidates were discussed but no motions were presented. Election results are not shared with candidates or Board members, other than the order of success. Erin and Amanda met with Gabby Davis, a NCG consultant. A consultant with a JEDI perspective can help assess skills needed, establish criteria and how to avoid tokenism in appointments. Consulting with Tabitha Moore again is possible as well. Samantha felt this work falls under both the JEDI and BDC committees and asked if it should involve both or create a new Ad Hoc committee? It was decided to work with Gabby to first define criteria and be open to both committees.

Board Officer Elections: The uncontested slate of President - Amanda, Vice President - Samantha, Treasurer - Ollie and Secretary - Erin was presented. On a motion by Erin, seconded by Cody, all voted in favor to approve the slate.

BP 6 - Officer Roles: Samantha said the purpose behind the revision was to be sure roles are understandable and do not demand too much extra time so anyone can fill the roles and to facilitate succession planning. Lynn supported the idea that volunteer work should not be onerous and stressed the importance of succession planning. Ollie suggested a mid-year check in with officers on how their work is going. Amanda proposed moving the monitoring of BP 6 to be separate from the election process. The group agreed to pursue a vote to change the monitoring schedule. Amanda will add the vote to a future agenda.

BP 7 - Board Committee Principles: This is the last BP revision by the JEDI Committee. The draft has reorganized the BP for clarity and to support Board wholism. Lynn noted there is no communications committee anymore. Ollie noted the new allowance for community members to serve on committees. Barbara asked does this mean member-owners or the wider community. The intention is the wider community.

On a motion by Ollie, seconded by Amanda, all voted in favor to approve the BP 7 revision.

(Lynn left the meeting at 7:40).

GM Report: Greg noted the Co-op is on budget and June was busy. Wegner CPA will finalize the audit now that patronage dividends have been voted on. The Annual Meeting is September 10th at American Flatbread from 5:30-7:30. Inviting guests such as producers, those affected by floods and Rally For Change recipients to add voices to the meeting was suggested.

The increased interest in bulk buying by younger shoppers was noted, and it was noted that this was the way co-ops got started. While there is no storage space for Grocery special orders, Bulk will special order items that are also carried in the store.

Ends Report - Environmental Practices: Directors commented on aspects of the report that interested them. Cody noted saving containers for producers to reduce waste. Caroline asked about stretch wrap. It is the plastic used to wrap pallets and cases of product. Samantha noted 67% of waste being recycled. Ollie suggested a multi-year graph of local sales would be helpful as well as noted the reduction in propane use since pre-expansion. Barbara said the report shows how much the Co-op does to be environmentally responsible.

Ends Report - Cooperative Democratic Ownership: Samantha said voter participation reflects larger engagement. Amanda said Board work is factored into this End. Cody asked about voter participation through email. Greg said the election packet is mailed to all member-owners including recently expired members-owners. Barbara noted the \$2700 of patronage dividend that was donated to the Food shelf independently of uncashed checks. Samantha asked how MNFC voting participation compares with other co-ops and how can the Co-op increase it. Amanda said there should be future discussion on how to document Democratic Ownership.

Ends Report - Learning About These Values: Ollie noted how many classes have been offered as well the Facebook posting about WIC at the Co-op. Erin suggested this be shared at the Annual Meeting. Barbara noted the number of clicks on the e-newsletter.

On a motion by Ollie, seconded by Erin, the Board voted all in favor to accept the three Ends Reports and agreed the reports were on time with reasonable interpretation of sufficient data and in compliance.

Adjournment: On a motion by Amanda, seconded by Samantha, all voted in favor to adjourn the meeting at 8:15.