

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
September 18, 2024**

Board Members Present: Caroline Corrente, Amanda Warren, Barbara Hofer, Ollie Cultrara, Samantha Langevin, Cody Mears, Caryne Eskridge, Erika Dunyak (left 6:29pm), Erin Buckwalter, Lynn Dunton (joined 6:32pm)

Board Members Absent: n/a

Others Present: Greg Prescott (GM)

Board Monitor: Amanda

Call to order: 6 pm

Member-Owner Business

Barbara was asked by a member-owner about the criteria for the Member Deals, specifically for Ben & Jerry's because it's not owned locally. Mostly the plan was developed 10ish years ago and the goal is to promote local producers as often as possible. An issue is that smaller producers often don't have the labor to be able to supply enough product to be a Deal.

Cody had a member-owner ask about the plastic bags in the produce department. We don't use the compostable ones because our local composting facility doesn't accept compostable plastic materials. Greg and staff are talking to Casella and the ACSWMD about possibilities for getting rid of the plastic bags.

Amanda shared an email that came to the Board account expressing disappointment at the amount of their patronage dividend, and asked that it be shared with the Board. Barbara and Ollie wondered if it might be a bit confusing to see "patronage retained in your name" on the checks.

Motion for Minutes by Ollie, seconded by Caroline. All voted in favor to accept previous meeting's minutes as amended.

Annual meeting

Board discussed the demographic of members who attended, which included more families with kids than last year. Ollie wondered about calling the Annual Meeting something that emphasizes the meal. Cody noted that the flow of movement and set up of food was cramped. The food set up behind the microphone was not ideal. Barbara noted that the long lines are not just a problem for traffic flow, but also for folks who might not be able to stand in line for long periods of time. This is information we should share with Flatbread next year to fix for next year. Cody suggested that next year we recognize all Board Members to the group, not just those who speak. Samantha commended those who presented for engaging, well-planned and well-delivered presentations. Cody noted that he enjoyed having Taylor from WIC speak that it was a

great addition. Attendance was significantly up this year: 140 people this year compared to 80 last year. Julia promoted the meeting in some new ways this year. Cody brought up the idea of sending out surveys to folks who attend afterward. Caroline asked if there is a target for attendance and Amanda said that 140 people is very high for co-op annual meetings. Greg shared that plastic usage is a significant concern that he heard about from multiple member-owners. Ollie flagged a question that was asked about how the MNFC invests its money. Lynn offered that we don't have investments in the stock market or in anything considered risky. Greg added that we could ask Sara to talk to the MNFC's Edward Jones advisor to ask for more information.

Erica left at 6:29pm. Lynn joined at 6:32pm.

Appointment Discussion

Barbara gave a recap of recent BDC/JEDI work on gathering information about making appointments. Barbara asked the Board to review and discuss the criteria, and also approve an ad hoc committee to consider appointments.

Amanda encouraged us to avoid pigeonholing ourselves into thinking we need certain professional skills represented (if we need a lawyer, we will hire one, for example). Samantha added that we can think in a very open way about what we mean by professional skills.

Barbara moved that we create an ad hoc appointments committee and Ollie seconded. All voted in favor.
Volunteers: Ollie & Samantha.

Ollie asked if the Candidate Criteria for Appointments document should be a policy, and the Board will consider it at a later date.

GM Report

EL3: Assets Protection

Greg shared that the MNFC is using ACH for paying more vendors.

Ollie asked whether Greg had sent the declaration of insurance mentioned in 3.1. Amanda said that he had sent it to the Board email address and it is available for any Board members who would like to see it.

The Board appreciated the diligence of the Finance Manager in allocating the Co-op's financial resources.

Caroline noted that it's interesting that security cameras only went up fairly recently, in 2020. Currently, only the GM and the Facilities Manager have access to the footage, and it is used as a last resort.

Motion by Samantha to accept this report as compliant, seconded by Cody.
Unanimously voted compliant.

EL0

Amanda shared that in the latest policy register overhaul in 2019, there were a lot of questions about EL 0 that had never been addressed. Some of the language was ambiguous, so Amanda is bringing a new version to the Board to consider. The Officers worked collaboratively on the draft brought to the Board.

Amanda motioned to accept EL 0 as provided in the packet, seconded by Ollie. All voted in favor.

NCG Participation Report

Ollie asked about the timeline for the graphs. The Board discussed the MNFC's debt to equity ratio, days cash in hand, and margin.

Executive Session

Amanda made a motion to enter executive session at 7:48pm, 2nd by Ollie for the purpose of discussing the audit. Amanda made a motion to end executive session @ 7:52 pm, 2nd by Ollie. Amanda made a motion to end the meeting, 2nd by Samantha. Meeting adjourned at 7:53 pm.