

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

Board Members Present: Caroline Corrente, Amanda Warren, Barbara Hofer, Ollie Cultrara, Cody Mears, Caryne Eskridge, Erika Duniak, Lynn Dunton

Board Members Absent: Samantha Langevin, Erin Buckwalter

Others Present: Greg Prescott (GM), James Morell, Maija Chamberlain

Board Monitor: Amanda

Call to order: 6 pm

Member-Owner Business

Ollie appreciated the new option to not have a receipt printed at checkout.

Cody made a motion to approve the minutes from October, seconded by Amanda.

Lynn proposed that the edits Barbara suggested on Basecamp be added. The Board discussed what level of detail should be included in the minutes. Comprehensive notes for internal reference could be an option. Ollie seconded.

All voted in favor to accept the minutes as amended.

Monitor Board Management Relationship Policies 0-4

Greg confirmed that he feels comfortable asking for clarification about whether requests for information are from an individual Board member or from the full Board. The Board completed a self-evaluation of BMR Policies 0-4. The Board agreed that the group has done a great job creating a collaborative relationship with the GM, and they have not violated any of these policies in the last year.

JEDI

The Board reflected individually, in pairs, and in one group about where we are as a Board in our JEDI work. We also discussed ideas for how we might ask a JEDI consultant to work with us.

External Financial Monitoring Discussion and Decision for FYE 2025

Motion by Ollie that the Board hire Wenger CPA to perform a financial review of the Co-op for FYE 2025. Seconded by Amanda.

The Board discussed documenting the process of deciding what kind of financial review to do. Erika suggested that there be a register where we can see whether the Co-op did a review or an audit for the past fifteen or so years, for reference.

All voted in favor.

Board Budget

Ollie updated the Board on the budget, which is progressing according to plan. They reminded everyone that Board education funds are available.

Ad Hoc Nominating Committee

Ollie shared a charter for the Committee, and will post it on Basecamp for voting there or we will vote on it at the next meeting.

Ollie shared that the Committee would like to invite a few member-owners to join, and for the agency to do that from the Board. They also would like to hear suggestions of people from other Board members. Ollie and Samantha intend to reach out to people personally, and will verify that anyone who is considered is a member-owner. They are planning to reach out to folks with perspectives that are not currently represented on the Board.

Ollie shared a proposal that any member-owners who join the Committee be compensated for their time. They suggest \$130, based on the board stipend amount for two months of work, because they imagine convening these folks for 2 meetings and around 2 months. If we do compensate, Greg would talk to Sara Granstrom to figure out the best way. Barbara suggests we calculate a reasonable hourly rate for compensation rather than base it on our own Board stipends. Ollie clarified that there is reasoning for the amount based on what is being asked of the committee members.

Motion by Ollie to give the Ad Hoc Committee permission to invite up to 3 member owners to join and to offer each of them \$130 each. Barbara seconded. All voted in favor.

GM Report

Greg shared highlights and answered some questions about the report. The Board congratulated Greg and the staff on their score of 100 (!!) on their recent surprise health inspection.

Monitor EL 11: Diversity, Equity, and Inclusion

Motion from Ollie that the Board vote to monitor the report and Cody seconded. All voted to accept the report as on time, reasonable interpretation, data provided, and compliant.

Open Session to Monitor EL 1: Financial Condition and Activities Q2 FYE 2025

The Board discussed general EL 1 topics. Greg provided some helpful information about the change in budgeting to forecast a more realistic number for sales growth, which helps other parts of the budget to be more accurate.

Executive Session

Ollie made a motion to enter executive session at 8:10pm, 2nd by Amanda, for the purpose of discussing financial statements.

Ollie made a motion to end executive session @ 8:18pm, 2nd by Cody.

Motion by Amanda and 2nd by Barbara to accept EL 1 as on time, data provided, reasonable interpretation, and compliant.

Motion by Amanda to end the meeting at 8:21pm, 2nd by Cody. The meeting adjourned at 8:21 pm.