

Middlebury Natural Foods Cooperative
Board of Directors Meeting
October 16, 2024

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

Board Members Absent: n/a

Others Present: Greg Prescott (GM), Daniel Wright (HR Manager)

Board Monitor: Amanda

Call to order: 6 pm

Member-Owner Business

Amanda commented that a Member Owner loves the cheeriness of the picnic tables. Ollie and Erin commented that they are enjoying the “bring a jar” program.

Erin made a motion to approve the minutes from September, seconded by Caryne. All voted in favor to accept the minutes as amended.

GM Report

Greg mentioned ACORN’s food hub feasibility study, clarifying that the MNFC was a participant in the conversation among other organizations but doesn’t have plans/has not committed to anything. Samantha added that she participated in the conversation representing the Vermont Releaf Collective, not in her MNFC Board capacity.

Final numbers for September Eat Local: \$609,000! We are # 2 for purchasing Addison County produce after Middlebury College.

Wegner CPA has reached out about the board’s decision to do an audit or a review, which will be discussed at next month’s meeting.

Barbara asked about staff openings and Daniel provided some insight into the available openings, internal movement, and internal supports for current staff.

EL6: Staff Treatment & Compensation

Since Greg submitted the report, the team has been working with the health insurance broker to explore other plans moving forward. The hope is that a switch will lead to better coverage while being more affordable. The information found on page 16 under “Insurance costs will rise” is no longer correct at time of reporting and needs to be updated when insurance decision is finalized.

Staff are all encouraged to share their feedback at all times and every three years, a staff survey is conducted. Staff typically take the online survey at work and receive an hour paid to take the survey. Paper copies are available for accessibility if needed. The staff surveys are anonymous and the themes are compiled by the person conducting the survey before they're shared in reports. Surveys have parts that are for all employees and also specific to the employee's department, and the results are analyzed in those two categories as well. In addition to the reports, Carolee (the Columinate consultant who led the survey) met with the entire management team. A report is shared with all staff, a department report is shared with Dept. Managers with a subsequent presentation for each department's staff, and a report is shared with the Board.

The General Manager and HR Manager noted that the Co-op is always looking for ways to do better and improve on areas where negative feedback was provided.

There was one incident reported during this time period. It was investigated fully. MNFC used the procedure that they have outlined by MNFC.

In future reporting related to EL 6.2, the board shared with Greg that it would be helpful to see in the reporting more information about how staff are made aware of how to contact the board if needed. For next year, when we're talking about EL 6, we should also include in the board packet the flowchart about what to do if the board receives feedback from staff.

Samantha made a motion to accept this report as compliant, seconded by Cody. The board unanimously voted for reasonable interpretation, adequate data provided, and compliant.

Housekeeping

Julia, the Marketing Manager, wanted to know if the board wanted to include anything in the December newsletter. BDC is planning to start highlighting recruitment in December and can include a little recap of the year. Starting to highlight recruitment in December gives interested candidates more chances to attend a board meeting, if they are interested to prior to submitting their application. BDC also shared that in December they'll be checking-in about who will run for the board again so they know how many incumbents will run and can include that in the recruitment outreach. We will be checking back in about how our optional extended meeting time is working next month. And a reminder that our December meeting is an optional potluck; can arrive up to an hour early to share a meal and connect before the meeting.

Columinate "Co-op Board Leadership Development" (CBLD) Contract Renewal

We have traditionally done the CBLD Regular level. Currently we haven't gone over enough in our consulting hours to make sense to pay for CBLD Complete.

Ollie made a motion with a second by Amanda to enroll in CBLD Regular for the coming year. All voted in favor.

We have used up the consulting hours with Michael allotted in our current contract. Amanda made a motion with a second by Ollie to pay Michael for the remainder of hours outside of the current contract. All voted in favor.

February Retreat

The winter board retreat is coming up at the beginning of February. Samantha asked if any other board members wanted to help plan the retreat. Erin offered to help as needed. Samantha noted that we can change up how the retreat runs, if desired, and if we do that we'll need to have other board members' participation to make it happen. Ollie commented that setting Board priorities is a useful use of retreat time. Several folks appreciated the team-building elements that helped us to get to know one another. Erin suggested that we revisit our Board priorities from last year and the progress we've made to date.

The location is likely to be the lower level of the Champlain Valley Unitarian Universalist Society building, like last year - we will confirm the space when we get closer.

Monitor BMR 5: GM Compensation Policy

This year will be our 3rd time using this philosophy to set compensation, and we ratified this into policy last October. It was noted that it could continue to use more clarification - e.g. the process for how we go about implementing #3. Next time we monitor, it would be helpful to include the accompanied data calculator. Lynn questioned why we use this policy rather than just basing compensation on the Columinate database about how GMs are paid in this industry across the country. Samantha shared that she sees the value of the calculator including data outside of the Co-op database; for example, when we went through our last hiring process, we had candidates from outside of Co-ops applying and it also takes into consideration the unique circumstances of Vermont (cost of living is higher here, etc.). The goal of the compensation philosophy was to take some of the subjectivity out of this compensation by providing a tool to guide our decision. It was noted that the Columinate database has a limited number of Co-ops in our size range. Erika noted that CEOs are generally compensated based on the economic performance of the entity and that may either be something to include in the policy or to take it out of the goals if we don't want to include it. Amanda noted that we used the word explore there to make it clear that we could consider economic performance but don't have to. Samantha asked if under the criteria we should add consideration of the financial health of the organization in order to make sure we're checking that data point to ensure we are able to pay what we want to pay.

By the end of the December meeting, our goal is to have a salary to offer the GM. For the next meeting, we will begin to pull the data to update the calculator while continuing review/discussion of the policy. Moving forward, we will consider changing the time of monitoring this policy, potentially to April. We should also consider documenting why this philosophy was created that shares the history.

Appointment Discussion

To review the appointment process: the nominating committee will meet to generate candidates, they will approach candidates to understand their interest, they then bring candidates back to the board for consideration, and the board discusses and either votes on the candidate nominations or shares questions that the nominating committee will go back to the candidates with. The nominating committee's job is to generate potential candidates to bring back to the board before the full board votes on any potential appointment.

Samantha clarified that she and Ollie will be approaching folks to help generate names beyond their own circles and are interested in adding non-board members to the committee. This would bring capacity to this committee, since it only has 2 board members and also broadens the network of folks bringing ideas for new board members. BP 7 does clearly state that we can have non-board members on committees. Samantha and Ollie also proposed compensating people to sit on the committee, providing a longer-term commitment rather than just a one-off conversation.

There was discussion of having committee members who are non-board members, and the difference between folks who are Co-op members and those who are non-member community members.

It was noted that adding committee members to this ad-hoc committee could be an important way to add capacity by having folks give a longer-term commitment rather than just a one-off conversation. Further, it was suggested that we consider compensating anyone, whether a member-owner or not, for their time if we are asking for their time to move forward this board work. They may not take advantage of this but it's an equity issue and a way to increase our reach to people who may not participate without compensation for a variety of reasons.

There was unanimous consensus that it would be okay to have (non-board) member-owners on the committee. The board then discussed whether we think that non-member owners should serve on board committees, and a straw poll showed the group was divided. We agreed this needs further discussion. Lynn noted that something we should consider in the future is if we should compensate board members who serve on committees as well.

Erika left the meeting at 8:23pm.

Samantha and Ollie will provide a draft of a charter for this ad hoc committee for the next meeting and we will continue this discussion.

Executive Session

Amanda made a motion to enter executive session at 8:27pm, 2nd by Cody, for the purpose of discussing personnel.

Amanda made a motion to end executive session @ 8:37pm, 2nd by Caryne.

Amanda made a motion to end the meeting at 8:37pm, 2nd by Samantha. The meeting adjourned at 8:37 pm.