

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

Board Members Present: Amanda Warren, Barbara Hofer, Samantha Langevin, Erin Buckwalter, Cody Mears, Caryne Eskridge, Lynn Dunton

Board Members Absent: Caroline Corrente, Ollie Cultrara, and Erika Dunyaik

Others Present: Greg Prescott (GM)

Board Monitor: Samantha

Call to order: 6:07 pm

Member-Owner Business

Erin really appreciates the bring a jar, take a jar program.

Greg asked if any of us have seen/used the new case order program in the bulk department. More information in the bulk department as well as online. Ordering can happen online and is for items they carry. Samantha asked about any discount, and Greg replied that, yes, there is a 15% discount.

Motion made to accept the minutes by Caryne, Barbara seconded. All voted in favor to accept the minutes as amended except Samantha and Erin who abstained.

Ad Hoc Appointment Committee

Last board meeting, we clarified that we are able to add member owners who are not board members and a stipend would be provided. Samantha presented the Ad Hoc Nominating Committee Charter, which was posted on Basecamp and provided in hard copy at the meeting.

Samantha reported that Molly Anderson and Megan Brakeley, both member owners, have accepted the offer to be on the committee. We are confirming with other folks.

Samantha made a motion to accept the charter, Erin seconded. All voted in favor. Amanda arrived at 6:12pm.

Meeting Start Time & Length

Back in the summer, the Board decided to allow meeting times to be extended to 8.30pm when needed. Erin asked for feedback about whether or not we want to continue to do this.

Samantha and Ollie made the suggestion to have a short break worked into the schedule when we have a 2.5 hour meeting. Barbara asked if we could consider condensing or streamlining anything to make the meetings work in 2 hours.

Lynn commented that she had been hoping that moving our self-reporting on BPs to Google forms/Basecamp would cut down on the time we use in meetings to monitor and would like us to try to keep it at 2 hours if possible.

Samantha commented that she would be willing to read a longer packet if it meant that our BP or BMR monitoring could use less time in a meeting.

Motion by Erin that the Board try to keep meetings to 2 hours with the possibility of extending half an hour when necessary, and revisit the meeting extension again in June.

Board Process Policy 6: monitoring schedule change

Erin suggested, from BDC and Officer meetings discussions, that the Board monitor BP 6 in January, rather than July. This gives the Board an opportunity midway through the year to review officer duties, have some more space to participate in monitoring, and consider whether they are interested in an officer position in the future.

Motion by Erin to change the BP 6 monitoring schedule from July to January, second by Caryne. All voted in favor.

JEDI

Ollie typed up notes from last month's idea brainstorming session at the board meeting. From those notes, the committee recommends bringing in a consultant to work with the board on:

- Create shared language & understanding
- Help with disagreement and conflict
- Figuring out what it means to create and foster psychological safety
- Create working agreements for how the board works together and treats each other
- Support consistently centering JEDI in all the work of the board, including onboarding

The committee had a question around how to find a consultant to work with us. Greg reached out to Gabby Davis (from NCG) who is going to be providing us advice/support getting connected with consultant(s). Moving forward, JEDI is going to review consultants and will bring a recommended plan. Anyone on the board is welcome to schedule a conversation with Gabby around any JEDI focused topic (via Greg).

Board Recruitment

BDC has all of the dates for our upcoming Board election, in collaboration with Greg and Julia. They will include two Board meetings to which interested folks will be invited -

in January and February. Each meeting will have a half an hour long meet and greet beforehand.

There will be a one-hour Zoom info session between the January and February meetings.

Caryne, Amanda, and Erin, whose terms all expire at the end of this Board year, are all planning to run again, and Barbara will get this information to Julia.

Barbara will draft template language in the event of a special election to fill the open seat, and share it with Amanda and Samantha, and Greg and Julia.

Barbara asked the Board to start thinking about people they think should run for the Board, start talking to them, and bring them a Board packet so they can see what it's like to be at a Board meeting.

As the BDC starts to think about Orientation for any incoming members, she will send out reminders asking Board members to reflect on and give suggestions for Orientation.

GM Report

Greg shared highlights and answered some questions about the report.

Executive Limitations Policy 7: Communication to the Board & 8: Board Logistical Support

Motion from Erin that the Board vote to monitor EL 7 and Barbara seconded. All voted to accept the report as on time, reasonable interpretation, data provided, and compliant.

Motion from Samantha that the Board vote to monitor EL 8 and Caryne seconded. All voted to accept the report as on time, reasonable interpretation, data provided, and compliant.

Executive Session

Amanda made a motion to go into Executive Session at 7:09pm, 2nd by Erin, for the purpose of discussing GM Compensation.

Amanda made a motion to end executive session @ 8:04pm, 2nd by Samantha.

Motion by Samantha to end the meeting at 8:04pm, 2nd by Caryne. The meeting adjourned at 8:04 pm.