

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
February 19, 2025**

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

**Board Members Absent:** none

**Others Present:** Greg Prescott (GM), James Morrell, Kelly Dinan

**Board Monitor:** Amanda

**Call to order:** 6:00 pm

**Member-Owner Business**

Cody heard some positive feedback about the bring a jar/take a jar program. Caroline asked a question about the security cameras outside the Co-op building. Greg let us know that there is an ongoing discussion about where to best locate the outdoor cameras. As a reminder, using video evidence is a last resort when there is a report.

A motion was made to accept the minutes with the edits on basecamp by Samantha, Caryne seconded. All voted in favor to accept the minutes as written except Samantha who abstained.

**Board Process Policies 1 & 2**

The Board did a self evaluation of BPs 1 and 2, rating ourselves as either 4 or 5 out of 5. The board feels as a group that we are meeting these policies.

**Retreat Follow-up**

Erin joined the meeting at 6:22.

Samantha invited the group to reflect in pairs and then share with the whole group. The Board can continue to share feedback.

**JEDI**

Last week, the JEDI Committee met with one potential consultant, Nivea Castañeda, who was recommended by Gabby Davis (of NCG) on the topic of psychological safety. They are a therapist, work with a counterpart, are based in Boise, and could offer us a workshop series (of 1-5 workshops) plus a la carte meetings. They also work closely with another consultant named Tony who they thought could be a good fit for the JEDI consulting that we're looking for. They're going to create a proposal with a menu of options and costs in advance of our board budget conversation next month. Another

idea the JEDI Committee is exploring is having a JEDI consultant on retainer, similar to Michael Healy, to support onboarding of new members, ongoing board learning, etc.

Lynn commented that seeing the menu of options and the cost would be helpful for eventually making a decision. Also, it would be helpful to get references. Cody asked about when and how this would be folded into our schedule for Board work. Ollie wonders about discussing the possibility of Nivea's availability to act as an "on retainer" consultant for the future.

Samantha will post additional notes from the JEDI committee's meeting with Nivea in the JEDI project on Basecamp.

### **Ad Hoc Appointment Committee**

The Ad Hoc Committee has met two times with the three additional member owners on the committee: Molly Anderson, Taylor Murray, and Megan Brakeley. They focused on brainstorming possible members to appoint to the vacant positions, suggestions of people to ask if they have any ideas for potential board members (a networking approach), and ideas for broadening our recruitment. They do not currently have any members to recommend for vote during this meeting. Samantha has a meeting with a prospective person next week. The member-owner committee members also provided some suggestions of how to make our recruitment materials more accessible and community listservs to conduct outreach through. The Committee is requesting that the board leave one seat open for appointment. The Committee is building out a roadmap for future appointment processes too, which will be helpful for members of the board in the future when this situation arises again.

### **Election/Recruitment Update**

Barbara reported that there are approximately ten new people who have expressed interest in running for the board this year. Applications are due on March 10th.

### **Board Vacancies**

There are up to six open spots, three vacancies from resignations plus three incumbents up for re-election.

Amanda let the Board know that the Board needs to vote about how many of the vacant seats from resignations to put on the ballot in our upcoming election, and then if we choose to put any vacant seats on the ballot, which terms/seats are on the ballot. Also, the Board has to decide how to distribute the terms to winners if any of the vacant seats go on the ballot. Michael Healy shared that most of the time, co-ops choose to rank the winners by percentage of vote gained (meaning the top 3 vote-getters would fill the three full terms, the 4th would serve a partial term, etc.).

A motion was made by Barbara to put two of the vacant seats from resignations on the ballot in addition to the three open seats, with one vacant seat from a resignation reserved for Board appointment (for a total of 5 seats on the ballot). Ollie seconded.

Erin suggested that the Board check in with the Ad Hoc committee in April about how many potential candidates for appointment they have identified and if they still want to recommend an appointment. For example, if they don't have a candidate, we could add the final vacant seat to the ballot (for a total of 6 seats on the ballot) as long as we make that decision before the voting starts on May 1. (Last minute changes are possible after the election packet is mailed, as long as it happens before voting begins - as what happened when Molly Anderson completed materials to run and withdrew after election packets went out last election).

What Greg needs to know is how many seats each member-owner can vote for. This is handled digitally with the Simply Voting system. The number of seats up for a vote cannot change after voting launches on May 1.

Cody suggested that the Board be very clear in our communications about how many seats are available for voting.

All voted in favor of Barbara's motion.

This means that there will be five openings on the board, including a one-year position and a two-year position, both to fill vacancies.

Ollie commented that there might be people interested in a shorter term of commitment to the Board. Erin added that this is how the selectboards and other town positions are elected on Town Meeting Day - with people running for seats with specific term lengths. Lynn commented that allowing people to choose the term they run for could make things unnecessarily complex. Samantha commented that, speaking from their work on the Ad Hoc committee, there might be people they are talking to who can commit to a shorter time period but not to a full three-year term, like Middlebury students for example.

Cody wondered whether offering a choice for a shorter, vacated term would undermine the practice that terms are for three years.

Amanda wondered if allocating seats by percentage of the vote might set up a perceived hierarchy unintentionally.

Samantha made a motion that the ballot's two additional seats are a one-year seat and a two-year seat, reserving a one-year seat for appointment. Cody seconded. All voted in favor of the motion.

Amanda asked that the Board get to a place of clarity about who has access to the voting data in addition to Greg. This will be decided in a future meeting.

Barbara will draft the language for the ballot to describe the seats that are open and the terms for each seat.

## **GM Report**

Greg shared highlights and answered some questions about the report.

The Board would like to recognize that the following individuals are no longer on the Middlebury Natural Foods Co-op Board of Directors and should be removed from the Vermont Department of Liquor Control Business Profile: Ilaria Brancolibusdraghi, Kate Gridley, Molly Anderson, and Esther Thomas.

## **Executive Limitations Policy 9: Emergency GM Succession**

Motion from Amanda that the Board monitor EL 9 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 7:48pm and Samantha seconded, for the purpose of discussing EL 1.

Cody made a motion to end executive session @ 8:19pm and Amanda seconded.

## **Executive Limitations Policy 1: Financial Conditions**

Motion from Amanda that the Board monitor EL 1 and Ollie seconded. All voted to accept the report as on time, reasonable interpretation, data provided, and compliant.

Amanda made a motion to end the meeting at 8:20pm and Barbara seconded. The meeting adjourned at 8:20 pm.