

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 15, 2025**

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

Board Members Absent: Samantha Langevin

Others Present: Greg Prescott (GM), Shireen Farr, Michael Johnston, Bob Ernst, Kelly Dinan, Michael Tecca, and Ingrid Ertsås

Board Monitor: Amanda

Call to order: 6:03 pm

Member-Owner Business

Lynn joined at 6:08pm.

Caroline was asked if the cashiers are instructed not to help shoppers bag. Greg answered that they are not and if people have questions, they can ask Laura, the Front End Manager, or contact him.

Motion made to accept the minutes by Caryne, Barbara seconded. All voted in favor to accept the minutes as written except Caroline, Ollie, and Erika who abstained.

Board Process Policies 0 & 6: Governance Commitment & Officers' Roles

Barbara flagged a comment about succession planning for officer positions. Amanda noted that Columinate has a quarterly Board President's Roundtable that sometimes non-presidents join in order to get a sense of what being an officer can entail.

The Board did a self evaluation of BPs 6 and 0, rating ourselves as either 4 or 5 out of 5. The board feels as a group that we are meeting these policies.

Retreat Details

Amanda shared details about the Board Retreat coming up on Saturday, February 1st. She will also send the final information out via Basecamp once the agenda is finalized. The goals currently proposed are to continue to enhance our ability individually and collectively to appreciate differing perspectives in our deliberations, identify the board's priorities for the year ahead, and enjoy our time together and enhance our cooperation.

Board Education Report Out

Barbara and Amanda attended a webinar hosted by John Steinman about price perceptions of co-ops using Board Education Funds. Amanda's takeaways: 1) when we

are in a conversation with someone about the price perception of the co-op (e.g. they may say something like, “it’s so expensive”), our role is first to listen, and 2) if there is an opportunity for further conversation, John offered some helpful talking points. Barbara shared that he also stated that it can be a helpful strategy to share more about where the money goes (supporting local economy, providing livable wages for local residents, etc.). Another key message was that prices at food co-ops are a better reflection of the true cost of food (less likely to see price gouging at co-ops); co-ops are focused on redistributing wealth, not extracting wealth.

The CCMA Conference is coming up in May in Duluth, MN. They’re accepting proposals for sessions and we are considering having members of the MNFC board putting forward a workshop. One idea is our work to Keep the Board Relevant, covering our work in recent years including developing our compensation process, our JEDI policy audit, and our work to keep a strong working relationship between the board and GM. Proposals are due by Feb 28.

JEDI

Caryne shared an update on the JEDI Committee’s process in finding a consultant/consultant(s).

- The committee sent some initial questions to Gabby. Her advice was to get two separate consultants: one to help us with conflict/psychological safety and another to work with us on weaving JEDI in our work consistently on an ongoing basis.
- We elaborated on goals for the latter and will work with Gabby to get them into a form to share with potential JEDI consultants.
- We will be reaching out to the two consultants Gabby recommended for working with us on conflict and psychological safety.

Gabby’s contract is through NCG so any board members can meet with her for additional support in the JEDI realm at no extra charge to the Co-op. Greg can share her contact information.

Board Recruitment

Barbara shared that recruitment has started, including an email that has gone out to all the members and upcoming front porch forum posts. Inviting interested member-owners to attend the Board meetings in January or February has seemed to work well and has offered additional flexibility, and people are taking us up on it! Board members should continue to spread the word to people who may be interested in running. Board members are encouraged to post flyers around our communities.

There will be a one-hour Zoom info session on February 11th and prospective board members are encouraged to also join for 30 minutes before the Feb 19th board meeting.

Ollie shared that three member owners are joining the Ad Hoc Nominating Committee: Taylor Murry, Molly Anderson, and Megan Brakley. The committee's first meeting is Jan 27th.

Lynn has shared that she is resigning from the board at the end of May and will not fill out her full term. Erika shared that she is resigning from the board at the end this month and will not fill out her full term.

GM Report

Greg shared highlights and answered some questions about the report. Greg also shared that the Plainfield Co-op in Plainfield VT is in the process of expanding and has approached our co-op about a potential loan. Greg will follow up with more details and may request a decision from the Board before our next meeting. Lynn asked whether a policy exists that allows the GM to enter into financial agreements below a certain dollar amount. Amanda looked back on Basecamp and a policy was in existence in 2016 but in 2019 when the board modernized the policy register, this piece of the policy did not carry over into our current register.

Executive Limitations Policy 0: General Executive Constraint & 10: Information, Technology & Digital Communications

Motion from Erin that the Board monitor EL 0 and Amanda seconded. All voted to accept the report as on time, reasonable interpretation, data provided, and compliant.

In addition to the data provided in the report for EL 10, there is information in Greg's November 2024 report that outlines our insurance policies for cyber security. Motion from Erin that the Board monitor EL 10 and Cody 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 7:41pm and Erin seconded, for the purpose of discussing GM Compensation.

Barbara made a motion to end executive session @ 7:45pm and Caryne seconded.

Motion to end the meeting at 7:45pm and Erin seconded. The meeting adjourned at 7:45 pm.