

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

Board Members Present: Caroline Corrente, Caryne Eskridge, Cody Mears, Lynn Dunton, Ollie Cultrara, Samantha Langevin, Erin Buckwalter

Board Members Absent: Amanda Warren, Barbara Hofer

Others Present: Greg Prescott (GM), Julia Reed (Marketing, Education, Membership Manager)

Board Monitor: Samantha

Call to order: 6:04 pm

Member-Owner Business

Samantha let us know that a member-owner who is concerned about toxicity in foods reached out. Greg is in close communication with them to share information and the Board is now aware.

Lynn asked Greg about ingredient labeling for a Co-op made item and he will follow up.

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

Board Process Policies 8

The Board did a self evaluation of BP 8, rating ourselves as either 4 or 5 out of 5. The board feels as a group that we are meeting this policy.

FY 26 Board Budget Overview

The bottom line of the proposed budget has been included as a draft number in the Co-op's overall budget, which is near being finalized. Our discussion tonight is to help us prioritize between all the different budget line items.

Committee Compensation

The Board discussed the possibility of compensating Board Members who serve on a committee, not just committee chairs. Ollie started by bringing up Board capacity and how compensation might intersect with that. Lynn provided some background information about Board compensation in the past. Samantha commented that she would like to think about compensation from the perspective of succession planning.

Ollie presented a model for discussion: committee participation would earn an extra \$200/year (prorated when needed) for each committee a board member serves on

(roughly half of the compensation a committee chair receives). That entire amount for our current year would come to ~\$1,100 total above our current compensation model.

Meeting facilitation

There has been discussion about having an outside facilitator to facilitate our board meetings. Greg reached out to the consultant, Bonnie Hedspeth, of Firebrand to ask for suggestions about possible facilitators. She was interested. She sent a proposal of \$5,400 for facilitating April through December (~4 hours per month), plus extra for travel. That comes out to \$150/hour. Bonnie asks for a 50% deposit up front.

Ollie commented that a skilled outside facilitator can make a big difference, and also noted that we have a fixed amount of resources. They brought up other potential models like shared facilitation or having a facilitator for some Board meetings but not all. Also, Ollie shared a reminder that Columinate does have a facilitator's training that board members have taken in the past.

Samantha added that facilitating the meeting is a lot of extra work and that having a skilled outside facilitator could free up Amanda to participate in the meeting more. A facilitator could also help us navigate when tension arises.

There are other co-ops in Vermont that have an outside facilitator.

Lynn shared the ideas of trying out a meeting facilitated by an outside consultant before deciding and/or having Bonnie facilitate the late summer retreat.

JEDI

The JEDI Committee has been thinking about budgeting for 2 consultants: one on the issue of psychological safety (Nivea Casañeda) and another as an ongoing JEDI consultant (Toni Brinegar). The Committee has met with the two consultants and has received proposed budgets from each. The Committee is proposing that we budget \$9,200: \$7,500 for 6 months to work with Toni and \$1,700 for one workshop with Nivea + two hours of one-on-one support. The proposed 6-months of work with Toni would include work with the JEDI Committee, one-on-one support, and connection with the full board as well. This would put her on retainer without an hourly limit. Her typical rate is ~\$125. Based on conversations with the JEDI committee about our board needs, Toni suggested starting with onboarding and engaging new members in our JEDI work. This would help ensure that all board members share a basic framework for JEDI as well as have some shared language. Toni has a lot of board experience, including training people from marginalized groups to join boards and thinking about how to make boards more welcoming & accessible. A plus is that she also has experience with policy governance.

For comparison, we budget close to \$8000 for our CBLD contract.

Several board members expressed questions about the scope of work and requested more details before we vote either way. The Committee shared that they just met with Toni last week, so there are more details to be ironed out. In advance of signing a contract, the JEDI committee will work with her to more fully develop the proposal to include a scope of work.

Erin commented that she is especially excited about having a JEDI consultant to help with onboarding and shared language.

Board Education Expenses

Julia Reed joined the meeting at 7:11pm.

Costs for this year's CCMA conference were voted in last year. The cost projections in this budget are for the 2026 CCMA conference. The 2025 conference is this May in Duluth, MN. Three board members (Samantha, Caryne, and Amanda) have submitted a proposal to present at CCMA, and if it is accepted, it will reduce the cost for their attendance to the conference by 50%. They will know by March 28th, and therefore would be able to register before March 31st when this FY ends.

In the past in addition to CCMA, board members have often received professional development by attending NFCA workshops/meetings, attending CBLD 101, taking other Columinate trainings, etc.

Since CCMA is so expensive, there was the suggestion of possibly rotating who goes. The value of connecting with other Co-op peers nationally was noted. Further, it was noted that there's a positive synergy between having multiple people attend a conference, rather than just one.

CBLD 101 and NFCA meetings are also important opportunities so we definitely want to make sure to keep the associated costs for these in mind for this budget line so we can continue to offer these to folks too.

FY26 Board Budget Finalize

Samantha made a motion to approve a Board budget with a bottom line of \$92,000 and Lynn seconded. All voted in favor.

Next month, we will work on setting our priorities between the above discussed items.

GM Report

Greg shared highlights and answered some questions about the report. Julia Reed presented about changes to the schedule of sales and use of space.

Executive Limitations Policy 4: Membership Rights & Responsibilities

Erin asked about the number of member owners withdrawing equity and if it's clear what the reasons are. Greg shared that it's typically people moving or passing away. Greg will look into this and provide more information.

Erin made a motion that the Board monitor EL 4 and Caryne seconded. All voted to accept the report as on time, reasonable interpretation, data provided, and compliant.

Executive Session

Samantha made a motion to go into Executive Session at 7:59pm and Ollie seconded, for the purpose of discussing real estate updates. All voted in favor.

Erin made a motion to end executive session @ 8:10pm and Cody seconded. All voted in favor.

Erin made a motion to end the meeting @ 8:10pm and Samantha seconded. All voted in favor.