

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
April 16, 2025**

Board Members Present: Caroline Corrente, Cody Mears, Ollie Cultrara, Samantha Langevin, Amanda Warren, Barbara Hofer, Erin Buckwalter

Board Members Absent: Caryne Eskridge, Lynn Dunton

Others Present: Greg Prescott (GM)

Board Monitor: Amanda

Call to order: 6:06 pm

Member-Owner Business

Amanda has received several questions about the change to how sales are run in the store and has been answering questions to the best of her ability.

Erin joined at 6:18 pm.

Minutes

A motion was made by Ollie to accept the minutes with the edits on basecamp, Samantha seconded. All voted in favor, except Amanda and Barbara who abstained, to accept the minutes with edits.

BDC Update

Barbara gave an update on delays in the process of getting proofs for printing the election packet to be mailed. Barbara intends to meet with Greg and the Marketing Manager to make sure BDC and operations are on the same page with the process and timeline in the future. Printing is now on schedule and should be completed by the middle of next week.

BDC is looking for volunteers to be board buddies. We will have at least two new board members who need buddies. Samantha, Cody, Erin, and Barbara volunteered.

BDC is currently planning to do orientation in-person this year and will focus more on our co-op and processes. The date is June 4 from 5 to 7 pm. Michael Healy will share some material on Zoom for half an hour. A building tour will happen between 6 and 7 pm. Barbara will share details on basecamp.

Mini-Retreat Date

Amanda and Samantha proposed holding a mini-retreat and meeting from 3 to 8 pm in October instead of August or July this year for various scheduling and work plan

reasons. Erin will put together a poll for October 8, 22, 29 to see if there is a date that works for the most people.

Board Process Policy 3

The Board did a self evaluation of BP 3, rating our compliance on a scale from 1 to 5. Board Directors rated our compliance as either a 4 or a 5 with the majority rating at a 5.

In BP 6 - Officer Roles, annually, the President and VP create a work plan for the year. During the year, they note items to come back to on the work plan. The work plan is the starting point for each month's agenda that Amanda, Samantha, and Greg get together to create. The agenda is typically finalized 7-10 days before the meeting, and there is now always time to add to or change the agenda at the beginning of the meeting. Samantha added that the JEDI committee aims to get anything for the agenda to Amanda by the Thursday before the meeting. Samantha suggested others check out the work plan. Ollie suggested posting it on Basecamp more times throughout the year to remind us that it exists.

Board Budget

Following up from the March Board meeting where the Board voted to have a FY26 Budget of \$92,000, the Board discussed how to allocate the Budget based on the priorities the Board set during the Winter Retreat: "Supporting the GM in Future Planning," "Board Functioning & Cohesion" & "MNFC's 50th Anniversary."

During the discussion, the highest priority was JEDI Consultant, followed by an outside meeting facilitator. Committee compensation and Board Education Fund were very close for the next priority. Of the five options, a psychological safety workshop received the lowest ratings.

Samantha proposed that we a) revisit psychological safety workshops in November for next year's budget and b) divide the fund earmarked for that workshop between committee compensation and administrative support to ensure we have funds to cover the cost of a minute taker. We also propose we move forward with hiring Bonnie to come facilitate one meeting so we can try her out. Amanda will follow-up with Bonnie. Ollie revised the budget based on the above. Amanda made a motion to approve the budget as amended, Ollie seconded. All voted in favor.

We have been without a minute taker since July and no staff have come forward to express interest. Before the next meeting, Greg will talk with Daniel in HR and Sarah in Finance to see what it would look like to hire someone not on staff to be a notetaker. He will provide an update on basecamp. Greg could then make a job description that the board could approve. We will need to develop a process for interviewing and a clear criteria (including past minute-taking experience) for how we want the minutes to look.

JEDI

JEDI is going to go back to Toni and ask for a scope of work with more details. They will work with Toni to start developing a contract and will then bring the proposed contract to the board for review/approval. JEDI would also like to work with BDC to review the increased committee compensation.

GM Report

Greg shared highlights and answered some questions about the report. Saturday, May 24th from 9am-4pm is a workshop at City Market with Gabby Davis. Greg will share more details on basecamp.

Executive Limitations Policy 5: Treatment of Customers

Erin made a motion that the Board monitor EL 5 and Ollie 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 7:49 pm and Samantha seconded for the purpose of discussing Real Estate, GM Evaluation, and Board Appointment. All voted in favor.

Amanda made a motion to end executive session @ 8:08pm and Samantha seconded. All voted in favor.

Appointment

Amanda made a motion to appoint Sam Surks to the 1-year term, 2nded by Ollie. All voted in favor. Samantha will follow-up with Sam to let her know. She is available to start in May. Samantha will be her board buddy.

Executive Session

Amanda made a motion to return to Executive Session for continued discussion of GM Evaluation at 8:11 pm, Samantha seconded. All voted in favor.

Amanda made a motion to end executive session @ 8:17pm and Cody seconded. All voted in favor.

Amanda made a motion to end the meeting @ 8:18pm and Cody seconded. All voted in favor.