

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
May 21, 2025**

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

Board Members Absent: Caroline Corrente

Others Present: Greg Prescott (GM), James Morrell, Bonnie Hudspeth, Sara Granstrom

Board Monitor: Samantha

Call to order: 6:00 pm

Member-Owner Business

Samantha has had more people than usual ask about elections.

Amanda joined at 6:16 pm.

Minutes

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

BDC Update

There will be several email reminders for folks to vote in elections who have not yet. We have great participation so far.

Barbara shared proposed language about who gets to see the results of the election when they come in – Results from Simply Voting will be received by the GM (or designee) and shared with the BDC chair and the Board chair. If either of these individuals are on the ballot, they will designate another person to receive the results instead (a BDC board member in the case of the BDC chair, and a member of the Executive Committee, in the case of the Board chair). Designees will be appointed no later than one week before the election closes. Barbara made a motion, seconded by Ollie. All voted in favor. Barbara will receive the results as Chair of BDC. Since Amanda is running in the election, Samantha was designated from the Executive Committee to receive the results.

We have had many conversations over the years about candidates and/or board members seeing the voting results. To date, we do not share them but Michael Healy has shared that we're outliers there among Co-ops; most share the results. It's also

more relevant this year because we're assigning some positions based on the tally. We will come back to this conversation at a future date.

Greg asked the BDC a few weeks ago what should be done if there is a tie in the election. The BDC, GM, and Board President conferred regarding what to do if there were to be a tie this year and agreed as follows: A runoff election will be held using Simply Voting during a two-week period in June. A tie for either third or fourth place would not change the composition of the board, but the runoff would determine the length of positions. A tie for fifth place would mean that the fifth member of the board would not be determined until the runoff election concluded. In that case, the board would delay the new board member orientation.

Board orientation is scheduled for June 4th from 5-7pm. Orientation will include a tour of all the Co-op buildings from 6:30-7pm and all board members are welcome to attend. The orientation will take place at 13 Washington Street.

We celebrated Lynn for her work on BDC and the board, and are looking for at least one more BDC member. Please consider if you would like to serve on this committee. If anyone has questions, please reach out to Barbara. This meeting is Lynn's last meeting; she has resigned.

Work Plan & Priorities for the Year

The work plan is a key tool for creating our agendas. It includes monitoring schedules, etc. Everyone has access to it.

Things to notice, in addition to monitoring schedules, it tracks things like GM compensation decisions, committee work, and the Board's priorities, identified at the retreat. We can find information about when work should start on specific topics in the work plan. Previous years' work plans are also available on other sheets in this document.

Annual Meeting

The meeting will be in September but we don't have a final date yet. We are starting to think about the focus for the meeting now as we look ahead to the 50th Anniversary meeting in 2026. How will this year's meeting build toward that anniversary?

Amanda shared a suggestion from Michael Healy that we spend this year thinking historically about where our co-op has been and where we are now, then next year could be about where our co-op is going in the future.

Cody shared that we might make time for Amanda, Samantha, and Caryne to share about the presentation they are making for CCMA.

Ollie suggested as part of BDC recruitment, we should encourage folks to think about being part of shaping the next 50 years. Also gathering community input on what the Co-op has meant to folks and what they'd like to see moving forward.

Lynn shared the idea for the 50th of making a video including interviews of folks who had worked here over that time, who were involved in the beginning, etc. (similar to what the Vermont Community Foundation did for their 25 year anniversary). Bonnie shared that City Market and Hunger Mountain did something like this for their anniversaries so we could talk with them to get advice.

Samantha brought up the idea of thinking about an interactive element to the meeting, perhaps around co-op connections and the idea of running into people at the co-op and using it as a place for socializing.

Caryne shared their noticing of the tiles in the restrooms and wondering if there's a community art project that we could do at the meeting or ongoing in the 50th year.

Cody reminded us that there was a lot of positive feedback last year about Taylor's presentation about the WIC program, so in our planning we could start thinking about any guests we want to invite.

GM Report

Greg shared highlights and answered some questions about the report.

Samantha asked a question about the decision to split the meat/seafood and floral/produce departments. Sara Granstrom answered that it was to allow for easier comparisons to other co-ops and how they report their sales, and also to make some accounting more precise.

Greg shared that the search for a new HR manager will explicitly call for applicants with experience in JEDI/DEI and a desire to build a culture around that.

As Greg starts to look for a minute-taker for board meetings, he is looking for input from the board. Erin will post on basecamp to gather feedback from the board to share with Greg. Lynn shared that she's on another board where they record the meetings and send them to a minute-taker, but the minute taker isn't in the actual room. Bonnie shared that a common practice in Co-ops is to take thorough notes for board members and have another more concise document that is just 1-page of action items and decisions to share publicly. There's alignment around this idea of having running notes for board members as well as minutes of action items and decisions to meet the legal requirement. Samantha shared the suggestion that we make a template for the legal

minutes to help with succession planning. Erin and Caryne can develop a template for the minute taker. The Board will continue this discussion on Basecamp.

We currently do not have a board-staff liaison and Erin asked Greg if there are ways we can support the staff in understanding what the board is working on. We will come back to this conversation in the future.

Executive Limitations Policy 2: Planning & Financial Budgeting and EL Policy 1: Financial Conditions

Lynn asked a question about the multi-year sales projections. Sara shared that she thinks eventually we may run out of space and see sales growth stagnate. Historically, our co-op saw sales growth stagnate before the expansion in 2017.

Samantha commented that she appreciates the level of detail for this EL and the other financial ELs.

Erin made a motion that the Board monitor EL 2 and Amanda seconded. All voted in favor to accept EL 2 as on time, reasonable interpretation, data provided, and compliant.

Sara is currently doing a financial review with Wegner & Associates, which will be completed in June or July. The numbers provided in EL 1 are currently drafts.

Board Budget

The board budget came in about \$15,000 under budget for the last fiscal year. The main areas under budget were board compensation in part because of vacancies, board discount, board education, and the annual meeting.

Executive Session

Amanda made a motion to go into Executive Session at 7:34pm and Samantha seconded for the purpose of discussing EL 1. All voted in favor.

Samantha made a motion to end executive session for the purpose of monitoring EL 1 @ 7:40pm and Amanda seconded. All voted in favor to accept EL 1 as on time, reasonable interpretation, data provided, and compliant.

Executive Session

Amanda made a motion to return to Executive Session for GM Evaluation at 7:43pm, Caryne seconded. All voted in favor.

Amanda made a motion to end executive session @ 8:22pm and Samantha seconded. All voted in favor.

Amanda made a motion to end the meeting @ 8:24pm and Caryne seconded. All voted in favor.