

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

Board Members Present: Cody Mears, Ollie Cultrara, Samantha Langevin, Amanda Warren, Barbara Hofer, Caryne Eskridge, Sam Surks, Ed Blechner, Kristin Hocker

Board Members Absent: Erin Buckwalter, Caroline Corrente

Others Present: Greg Prescott (GM), Bonnie Hudspeth, Peggy Rush

Call to order: 6:00 pm

Agenda Check

No one had anything to add or suggest.

Member-Owner Business

Kristin shared a request from a member-owner that the co-op have designated carts set aside and marked with a sign beside the handicapped/elder parking spots.

Barbara shared that two people at the Middlebury language school didn't know that non-members can shop at the co-op, so she asked if we could think about communicating that even more.

Ed heard a request from a member-owner for more educational content. Another member-owner complained that we should not be selling Monument Farms milk because it is not an organic producer. From his own perspective, Ed shared that it was physically difficult lately to reach products on the lowest shelf.

Minutes

A motion was made by Caryne to accept the June minutes and Amanda seconded. All voted in favor.

Officer Elections

Barbara moved, seconded by Ed, to accept the uncontested slate of officers consisting of Amanda Warren as president, Samantha Langevin as Vice President, and Erin Buckwalter as Secretary. All voted in favor. Samantha shared that the officers added a check-in to the workplan for this winter about officer roles and thoughts/questions/issues related to co-officer positions.

Samantha moved to elect Ollie and Caryne as co-Treasurers, seconded by Amanda. All voted in favor.

Steering Committee

Two to three Board members and Greg will be forming a Steering Committee to be the first step in the strategic planning process for the Co-op. Amanda reviewed background information about the Co-op's last strategic planning work in 2016-2017, Greg's vision for leading the process, and the expectations for the Steering Committee's work.

Samantha shared personal reflections from her time serving on the GM Search Committee as a brand new Board member. She encouraged Board members - even and especially new ones! - to consider joining.

Barbara asked a question about how many meetings the Steering Committee would be expected to attend. Amanda estimated that there would be two meetings a month until the Board's mini retreat in October, when the Steering Committee is expected to finish their work (though that is subject to the Steering Committee's discretion).

Amanda made a motion to form a Steering Committee for the purposes of planning for a MNFC Strategic Planning Committee. Cody seconded.

Cody asked how much time/work is expected for the Steering Committee outside of meetings. Amanda suggested that there would likely be some outside of the meeting work, such as recruiting people to join the meeting. Greg added that there might be some extra reading, like reviewing the market study.

Erin (by text), Caryne, Amanda, Barbara, and Cody expressed interest in the Steering Committee. Kristin and Samantha expressed interest in serving on the Strategic Planning Committee when that work begins.

All voted in favor to form the Steering Committee. Greg and Amanda will reach out with next steps.

Patronage Dividend

Greg offered a presentation about patronage dividends.

On a motion by Ollie, seconded by Caryne, the board voted to designate 100% of the member-sourced profits to patronage dividend. All voted in favor.

On a motion by Ollie, seconded by Barbara, the board voted unanimously to refund 30% of the patronage dividend to members.

On a motion by Ollie, seconded by Cody, any check amounts below \$5 will be donated to local food shelves, and donated or un-cashed checks will also be donated to food shelves, the mechanism to be decided by the GM.

GM Report

Greg shared highlights and answered questions about the report.

It did not make it into the packet, but Greg shared that the Co-op will no longer accept VA Health Benefit cards as proof for participating in the Food for All program. All veterans, not only those who need economic assistance, can receive a VA card. The Co-op will contact those who currently use the VA card to qualify and ask if they have proof of another form of assistance to qualify. Greg also shared that the Co-op has received member-owner feedback over the years questioning accepting the VA card if it does not necessarily correspond to economic assistance.

Samantha noted that there may be some who currently use a VA card to qualify and have not yet been through the process to sign up for other assistance, because the card previously worked for them to join Food for All. This might create more of a barrier to access in that case. Greg assured the Board that staff would work closely with the 79 people who currently qualify with a VA card to keep them a part of Food for All as much as possible. Kristin shared Samantha's concern about forming a barrier and asked if the end of accepting the VA card could be a phased end. Greg replied that there would be a hard deadline, but with a grace period between the announcement and the deadline.

Samantha asked for updates about this change in future GM reports.

Ends Policy Report Part 2 of 2 (Environmentally Sustainable Practices, Cooperative Democratic Ownership, & Learning About These Values)

Samantha commented on the high and growing proportion of sales going to local sellers. She appreciated how these relationships with local producers can help weather disruptions like the UNFI cyber attack.

Amanda made a motion, and Kristin seconded, to monitor End III (Environmental Practices) in Ends Policy Report Part 2. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Samantha suggested that at the upcoming annual meeting, we have a mechanism to get an accurate count of attendees. Cody commented that it could be a useful source of information to have contact information for the member-owners who attend the Annual Meeting, for follow up.

Amanda made a motion, and Ollie seconded, to monitor End IV (Cooperative Democratic Ownership) in Ends Policy Report Part 2. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

The Board discussed the many different levels involved in learning about our Co-op's values, communicating with member-owners and non-member-owners, and celebrating our success.

Samantha made a motion, and Cody seconded, to monitor End V (Learning about these Values) in Ends Policy Report Part 2. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Amanda noted that the Ends Policy has two pieces—"what benefit" and "for whom." Currently, the Ends Report only reports the "benefit" the 5 Ends have made in the last year. The Board requested that Greg include an operational interpretation of "Member owners, customers, and the community benefit from", which we currently call the "introductory statement". Samantha added that including the statement could help us have conversations about the Co-op's community, which come up often, and could be especially helpful as we go into a process of strategic planning. Greg will provide this in some form next year.

Amanda made a motion to end the meeting @ 8:34pm and Ollie seconded. All voted in favor.