

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

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

**Board Members Absent:** n/a

**Others Present:** Greg Prescott (GM), Bonnie Hudspeth

**Board Monitor:** Amanda

**Call to order:** 6:00 pm

### **Agenda Check**

Barbara brought up the idea of giving Greg more than 10 minutes for the GM report.

### **Board Process Policy 5: Code of Conduct**

Everyone shared their affiliations/potential conflicts of interest, which are kept on file and can be updated as needed.

### **Member-Owner Business**

Cody received feedback from a member owner about this year's election. They advocated that future elections run more like a selectboard election, in which individuals who are running specify the term for which they want to run (so someone could run specifically for the 1-year term).

Samantha appreciates that there is a new pineapple again this year in the landscaping.

### **Minutes**

A motion was made by Ollie to accept the May minutes with the edits on basecamp, Cody seconded. All voted in favor to accept the minutes with edits except Kristen, Ed, and Caroline who abstained.

### **Board Process Policy 4: Attendance**

Barbara wondered whether the Board could be doing a better job balancing accountability and being supportive. Ollie reflected that the Board had removed some punitive elements and language in the policy during the JEDI policy audit.

## **Meeting Dates & State Time**

There were no conflicts with continuing to have board meetings generally on the third Wednesday of the month at 6pm for the coming Board year. In October, the mini-retreat is scheduled for the 22nd (4th Wednesday) from 3-8pm. We will schedule our winter retreat later this summer/early fall with a doodle poll. These typically happen on the weekend from 9am-3pm.

## **Officer Election Plan**

Officer roles are described in the BP6. Any board member can nominate someone else or themselves. Nominations are submitted to Peggy Rush, a longtime member of the Co-op, who will then connect with board members and make sure they accept. If someone is nominated for more than one position, they need to choose which one to accept, if any. If a position is contested, candidates write a short statement and post on basecamp, and get 2 minutes to share at the next meeting. Voting happens at the meeting and Greg tabulates during the meeting. Barbara will send an email to all board members tomorrow with a recap and share Peggy's email address.

Amanda suggested that the Board include more detail about succession planning practices in BP6 in the future.

## **CCMA Conference Report Out**

Caryne, Samantha, Amanda, and Greg attended the conference in May and presented a workshop about our Co-op. They made lots of great connections with people at other Co-ops who are interested to learn more.

CCMA next year is May 28-30, 2026 in Tacoma, Washington. For a future agenda, we should discuss who will attend from our board and how to decide that, and also if we would want to sponsor other co-ops board members to attend.

## **JEDI**

Committee Compensation Proposal: Currently all board members get a nominal stipend and officers/committee chairs receive additional compensation. Ad hoc committee members have not received additional compensation in the past, but in an effort to make being on a committee more accessible, the board put an additional \$2,000 in our budget this spring to compensate committee members. Ollie, Caryne, and Lynn met last month to develop a proposal, which was shared in the packet. This is suggested as a starting point, with the suggestion that we continue to do some more work on this over the coming year to make it more equitable, with a consideration of exploring offering a greater stipend for committee chairs as well. This proposal is for retroactive compensation for the past board year.

Erin commented that she would be comfortable approving this proposal for now, and also agrees that a future agenda item be to look at a proposal for future compensation.

Samantha suggested that we raise the compensation amount for the BDC Chair, because it's so much work and we want to ensure that it's an appealing position in the future.

Ollie made a motion to accept the current compensation proposal with an additional \$200 for Committee Chair compensation, Samantha seconded. All voted in favor, except Barbara and Kristin who abstained.

Samantha will add a prompt to the work plan to revisit the question of future work on this compensation structure in September.

JEDI Consultant: Samantha gave some background about JEDI committee for context: the board began to work on JEDI topics in 2018, created EL 11 in 2020 (we were one of the first co-ops to have a JEDI policy), the JEDI committee was formed in 2021, and the JEDI Committee conducted the policy audit from 2022-2024. The JEDI committee is now working on supporting the board to incorporate JEDI into even more of what we do and is exploring working with a consultant to support this. We had one lined up that we were finalizing details with, but they had some personal stuff happen and no longer can work with us. The JEDI committee connected with another consultant last week, received a proposal from them yesterday, and will be reviewing it to provide recommendations/a proposal to the whole board.

Amanda reminded the Board that we can always reach out to Gabby Davis, a consultant through our NCG contract, to discuss anything having to do with serving on the Board. Amanda shared Gabby's bio and contact information on Basecamp.

## **GM Report**

Greg shared highlights and answered questions about the report.

The Co-op's purchase of 13-15 Washington Street has been finalized.

## **Ends Policy Report Part 1 of 2 (Healthy Food & Vibrant Local Economy)**

Cody made a motion, and Barbara seconded, to monitor the Ends Policy Report for Healthy Food. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant, except Ed who abstained.

Amanda made a motion, and Cody seconded, to monitor Ends Policy Report for Vibrant Local Economy. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Erin made a motion to end the meeting @ 8:15pm and Caryne seconded. All voted in favor.