

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
August 20, 2025**

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

**Board Members Absent:** Erin Buckwalter, Samantha Langevin, Caroline Corrente

**Others Present:** Greg Prescott (GM), Bonnie Hudspeth, Julia Reed, Sara Granstrom, James Morrell, Joe Salzman (Wegner), Bruce Mayer (Wegner)

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

### **Agenda Check**

#### **Executive Session: Financial Review**

At 6:15pm, Caryne made a motion, seconded by Ollie, to go into Executive Session for the purpose of discussing the FY2025 Financial Review.

At 6:29pm, Amanda made a motion, seconded by Ollie, to come out of Executive Session.

#### **Member-Owner Business**

Greg got some phone calls about when the Annual Meeting is happening, and the member shared that there is an Indivisible meeting that conflicts with the beginning of the Annual Meeting. Ten to fifteen members plan to come late to the Annual Meeting.

Cody shared that City Market sent out an RSVP link in the email inviting members to attend the annual meeting.

### **Minutes**

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

#### **MNFC 50th Anniversary Planning: Operational Report Out**

Julia Reed shared a presentation with the Board. Ideas so far include a wide range of activities: special celebratory merch, art-based events, educational contributions, opportunities to share stories, and special appreciation for staff, members and vendors.

Board members shared what got them most excited. The Board and the operations team agreed that the Board's role in the 50th anniversary celebration will be: helping to find the network of past Board members and long-time member-owners; help locate

physical history such as old MNFC merch; and participate in community events such as a panel discussion. The Board's specific goal in being involved in the celebration is to reinvigorate our connection with the community, and member-owner understanding of the Board's job. Having local leadership is part of what makes co-ops unique, and 50 years of local leadership is something to be celebrated.

### **Board Process Policy 7: Board Committee Principles**

Ollie asked about when the Board checks in with committee chairs about whether or not they would like to continue. Amanda said that a check-in is being added to the work plan for next year, potentially in May or July.

Amanda suggested that the JEDI committee consider making their charter more specific. The JEDI committee will discuss and report back to the Board.

Amanda shared the history behind the Communications Committee, which was historically a standing committee, but is no longer part of our policy. She asked for comments about how the group feels about the Board taking on more responsibility for communicating with member-owners. No decisions were made.

### **Steering Committee Report Out**

Amanda shared updates from the Steering Committee's first two meetings. They have been reviewing documents and working closely with Greg. The Committee's goal is to meet every two weeks until October, when they will evaluate if they should continue work or conclude.

The Committee has approved a charter and brought it to the whole Board. Amanda made a motion to approve the charter and Cody seconded. All voted in favor.

### **Annual Meeting**

The meeting is at American Flatbread on Wednesday, September 10th from 5:30-7:30pm. Amanda asked Board members to wear a co-op t-shirt. If folks need a t-shirt or a new t-shirt, they can get one at the store.

Amanda reminded us that people tend to arrive early, so it helps if Board members can arrive 5-10 minutes early.

The role of the Board is to greet and direct people and be ready to talk with member-owners. Board members can also go table by table and introduce themselves, or find ways to connect with member-owners.

Anyone can attend the meeting whether they are member-owners or not. Welcome anyone who comes in.

Presentations start at 6:30 and include: Amanda speaking on behalf of the Board, Caryne giving a basic overview of Co-op financials, Barbara speaking about the election and thanking former Board members, and a presentation from Greg.

### **JEDI Consultant: Update and Next Steps**

Ollie shared that the JEDI committee received a contract for working with Toni Brinegar as a consultant. The committee is excited to work with her and think that she will be a great fit for working with us as a Board. The contract covers the major goals and types of work that the JEDI committee has prioritized.

Ollie asked for feedback from the whole Board on the contract and is not asking for approval at this point.

In addition to comments shared on Basecamp, Board members asked for more clarity about the work plan and had questions about what the initial one-on-one conversations between Board members and Toni would look like. The JEDI committee will discuss these, communicate with Toni, and report back to the whole Board.

### **Board Budget - FY2026 Q1**

The Board is on track with our annual budget. We have spent 42% of our annual budget so far, which is expected because 49% of our annual budget is accounted for in Q1. We came in under budget for the CCMA expenses from this year, so this gives us flexibility for next year. The co-treasurers also proposed the possibility of using some of our budget surplus to support board members from other co-ops attending the conference.

### **GM Report**

Greg shared highlights and answered questions about the report.

As the direct supervisor of Greg Prescott, the Board's President, Amanda Warren, made a motion to approve that Greg Prescott, Middlebury Natural Foods Cooperative General Manager, be excused from and postpone jury duty on September 10, 2025 because his employment is contingent on his attendance and leadership of the Middlebury Natural Foods Cooperative Annual Meeting on the same day. Ollie Cultrara seconded, and all voted in favor.

## **Executive Session: Financial Documents Review**

At 8:17pm, Amanda made a motion, seconded by Cody, to go into Executive Session for the purpose of discussing financial documents related to monitoring EL 1.

At 8:22pm, Amanda made a motion, seconded by Ollie, to come out of Executive Session.

## **EL 1: Financial Conditions Monitoring**

Amanda made a motion, and Cody seconded, to monitor Ends Policy Report Part 2. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Amanda made a motion to end the meeting @ 8:25pm and Caryne seconded. All voted in favor.