

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
December 17, 2025**

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

**Board Members Absent:** Caryne Eskridge

**Others Present:** Greg Prescott (GM), Bonnie Hudspeth, Toni Brinegar, Bethany Farrell, Scout Edenfield

**Call to order:** 6:01 pm

### **Member-Owner Business**

Citrus in the produce section is great right now and folks are grateful for the organic clementines being stocked regularly now. Grateful for lots of Strafford options too. There was a question about why there is not signage over the customer service desk.

### **Minutes**

A motion was made by Samantha, seconded by Barbara, to accept the November minutes with the edits shared by Erin and Cody. All voted in favor to accept the minutes except Samantha who abstained.

### **Check-in: BMR 2-4 - Role of the Board**

When reviewing BMRs 2-4, the majority of board members felt like we were meeting the full extent of the policy by voting either 4 or 5. There was a question from Ollie about the final bullet in BMR 3 around the timing of changes applied to ELs and Ends, and if it should be listed in other policies.

For BMR4, the dates currently listed were incorrect. Amanda made a motion with Ollie seconding to update the policy to reflect our current practice by changing June to April, and July to the May board meeting. All voted in favor.

### **Steering Committee Update**

Erin gave an update on the current work of the Steering Committee to map out a plan for the Strategic Planning committee, including the potential for a consultant to facilitate the strategic planning process. The SC will be reaching out to some potential consultants to investigate further. She also shared an overview of some of the materials that are being gathered for this future planning group.

Amanda shared that the committee met earlier today and is reaching the limits of their collective experience with the topic, and this has informed their desire to seek outside experts so that the Strategic Planning committee is able to hit the ground running. Barbara noted that seeking expertise on how to reach constituents and seek their input will be important for this project.

Samantha shared appreciation for the time and input of the committee so far. Ed asked if there is a budget for a consultant for the SP committee. Greg shared that yes, there is a budget for the MNFC at large for a consultant for strategic planning, and that could be available to the board. The board will also need to consider when developing the board's budget for the next fiscal year (which begins in April) if we should include funding for Strategic Planning related expenses (consultant or otherwise).

## **Board Recruitment**

Barbara shared that the next election cycle will begin in 2026. The January newsletter will introduce the topic, and the February newsletter will contain details on the timeline, as well as notice that the election packet will be different this year. Julia and Greg have approved a new timeline for this process and Barbara will share these dates on Basecamp.

- The Feb 18 and March 18th board meetings will have a 30 minute Meet & Greet beforehand for prospective board members.
- On March 12, there will be a 1 hr zoom info session hosted by Barbara and Greg for prospective board members.
- Applications will be due on March 27th.
- The election will be May 1-31.

There will also be posters available at the Jan meeting for board members to post to help promote the election.

Cody, Barbara, Sam, and Kristin all have terms expiring this year and will need to consider if they are running again (and will need to apply like any other member-owner if they decide to run again). If other board members are interested in leaving before the end of the term, BDC will also want to know.

## **GM Report**

Greg shared highlights and answered questions about the report.

## **EL 7: Communication to the Board**

Several board members shared that they appreciate the depth with which Greg provides information and the high quality of communication. In addition, Samantha noted that she, Greg, and Amanda meet monthly to plan for board meetings and if other board members ever have questions about those meetings, feel free to reach out and ask.

We discussed if we may want to codify the “no alarms, no surprises” mantra that we often cite, and which allows us to have such strong board-GM communications. Samantha made a note in the work plan to consider this question at a future date.

Amanda made a motion to monitor EL7 and Erin seconded. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

### **EL 8: Board Logistical Support**

Samantha made a motion to monitor EL 8 and Ed seconded. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Erin made a motion at 7:33pm to go into Executive Session for the purposes of discussing General Manager compensation, seconded by Samantha. All voted in favor.

### **Executive Session**

Amanda made a motion to end Executive Session at 8:05pm. Cody seconded. All voted in favor.

Amanda made a motion to end the meeting at 8:05pm and Kristin seconded. All voted in favor.