

Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 21, 2026

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

Board Members Absent: none

Others Present: Greg Prescott (GM), Bonnie Hudspeth, Scout Edenfield, Ross Conrad

Call to order: 6:00 pm

Member-Owner Business

Ross Conrad (Member-Owner) shared a number of concerns, including his thoughts about the new produce shelving and the plastic clamshells that the greens are in with relationship to the Co-op's end about environmental sustainability.

Erin was contacted by a Member-Owner who visited the Co-op today and shared that they felt the Co-op is the most affordable grocery store for them right now.

Ed was approached by a Member-Owner who told him that she had had a negative interaction with a staff member. Ed encouraged her to connect with Greg. Greg will follow up with Ed after the meeting to get more information.

Minutes

A motion was made by Samantha, seconded by Amanda, to accept the December minutes with the edits shared on Basecamp and in the meeting. All voted in favor to accept the minutes except Caryne who abstained.

JEDI Update

Samantha shared an update about where we are in our work with Toni Brinegar. She has met one on one with all Board members except one, and she will write a brief summarizing themes that she heard. One main takeaway is that while nearly all members shared that JEDI work is important to them, they had different definitions and understandings of what JEDI work means. Developing shared language and understanding about this will be a focus of our ongoing work.

Voter Eligibility

If a member's membership expires in the month of May, currently Simply Voting won't let them vote in annual board elections (even if their membership hasn't lapsed yet). Greg and Julia have proposed that members whose membership lapses during the month of May would get a grace period through the end of May and be allowed to vote.

The board supported their proposal. Simply Voting is a separate system from the co-ops membership tracking database - staff provide an up-to-date roster to Simply Voting so providing the grace period for voting won't affect their Co-op membership tracking.

Board Recruitment

Barbara asks the Board to help recruit folks to run for the Board in our upcoming election. Board Members can check in directly with folks they know or they can pass on a name and contact information to Barbara and she will contact them if that's preferred. Barbara thanked the Board for sending their photos and bio questions so that Julia can get them ready for social media posts in recruitment season. At the Board retreat, Barbara will have posters advertising board recruitment for Board members to take and post around our communities.

At 5:30pm before the February 18th and March 18th board meetings, Barbara has scheduled an informal meet and greet for prospective Board members. There will also be a Zoom meeting led by Barbara and Greg on March 12th where they will share information about being a board member and answer any questions for prospective Board members.

Check-in: Board Process Policies 0: Governance Commitment and 6: Officers' Roles

When reviewing BPs 0 and 6, all board members felt like we were meeting the full extent of the policy by voting either 4 or 5 out of 5.

Barbara asked a question about whether it is the responsibility of the Secretary or the BDC Committee to track attendance at professional development trainings and orientation. Erin and Barbara agreed that it makes sense for the BDC to take on this responsibility.

Ollie commented that we should add to BP 6 that the Treasurer(s) review the GM's credit card transactions. This became a Treasurer's responsibility after a recent annual audit.

Erin also noted that the Secretary has been sharing the self evaluation forms for board policies and we should add that to the policy.

Erin made a motion to update BP 6 to reflect that the Treasurer reviews the GM's credit card transactions and the Secretary creates and shares the board process policy self evaluation forms. Amanda seconded. All voted in favor.

Officer Succession Planning

This is the first time that we are monitoring BP 6 in January. We previously monitored in July, but moved it to January to give Board members more time to think about running for an officer position this summer and to encourage better succession planning. All current officers, except Ollie, are planning at this point to re-run for their positions. All current officers are very open to meeting with any other Board members to share about their role and answer questions. Some current officers have shadowed past officers and that is an option for folks also.

CCMA Conference

This year's conference is in Tacoma, WA from May 28-30. We have budgeted for board members to attend. Samantha asked for anyone who is interested in attending to let Ollie and Caryne know before February 1st. Erin suggested that the BDC keep track of who attended CCMA each year and who expressed interest in attending.

Ollie, Kristin, and Ed all expressed interest in attending this year.

Samantha reminded the Board that in the future we may discuss using budgeted funds to support CCMA attendance for folks from other smaller and/or newer co-ops.

Board Budget Bottom Line Approval

In December, Sara (Finance Manager) and Greg shared a proposed maximum total board budget of \$81,100 (for board year April 1, 2026-March 31, 2027) based on forecasted sales. Governance has historically taken up 0.32% of the Co-op's budget. Totalling up our regularly anticipated expenses (e.g. CBLD, basecamp, board discount & compensation, annual retreat) plus set governance expenses (simply voting, election packet, annual meeting, D&O Insurance), that comes to about \$70,000. Some other expenses we're considering include like working with consultants (e.g. Bonnie to facilitate meetings, continued JEDI consulting with Tony), board education like attending CCMA, and any changes to compensation for committee work. These potential budget items total approximately \$19,000.

The current year's board budget is \$93,318. We are asking Greg if there is any wiggle room within the proposed bottom-line budget and if we could keep a level-funded budget for the coming fiscal year. Greg will go back and talk about this with Sara and provide a response during the week after the Board retreat. This will also give the Board time to refine our priorities for the coming year, which will affect our budgeting.

One other possibility that Ollie shared is that we may have some unspent, so we may be able to pay for some future expenses in advance.

Our current contract with Toni goes through the middle to middle or end of April. We should have a better sense before March of whether we want to renew or not before next fiscal year.

Our timeline is to finalize our bottom-line total board budget by February. Ollie and Caryne will also share a detailed budget draft in February. In March, we can prioritize our expenses within our bottom-line number and approve a final board budget at that meeting.

The annual retreat is an important time that the board uses to determine our priorities for the coming year. One important question for the future is if we want to revisit the timing of the annual retreat and hold it earlier in order to better inform the priorities for the board budget.

When Ollie and Caryne have heard back from Greg, they will post in Basecamp and get Board feedback.

Co-treasurers Caryne and Ollie reported that in December, Sara (Finance Manager) and Greg shared a proposed maximum total budget for board fiscal year April 1, 2026 – March 31, 2027 that was roughly 13% lower than the current year's budget. In addition to regularly anticipated expenses and set governance expenses, the board is considering the need for consultant fees (continued board facilitation, JEDI consulting), as well as CCMA attendance, any changes in board compensation, and compensation for long-range planning committee members.

Ollie and Caryne will share a detailed budget draft in February. During the February and March board meetings, the board will prioritize our proposed expenses within our bottom-line number and approve a final itemized board budget at the March meeting.

GM Report

Greg shared highlights and answered questions about the report.

Ollie asked a question about how the new composter for the Co-op, Vanguard, uses the biosolids that are a product of the anaerobic digestion and noted that land application of biosolids can be an environmental challenge. Erin added that she also has concerns about both the environmental impact and the farmworker treatment of some large-scale dairy farms that use anaerobic digesters. It would be great to learn more about the specific farm that is taking our compost and their practices to see how they align with our environmental end and JEDI goals.

EL 0: General Executive Constraint

Amanda made a motion to monitor EL0 and Caryne seconded. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

EL 10: Information, Technology and Digital Communications

The Board especially appreciated the data provided, especially Julia Reed's detailed contributions to the report, providing information about the marketing department's work and strategy. The click-through numbers are especially high and are helpful as we think about communicating with Member-Owners. Greg shared that the Co-op is aiming to have the new visual identity go live in April.

Samantha made a motion to monitor EL 10 and Barbara seconded. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Amanda made a motion at 8:00pm to go into Executive Session for the purposes of discussing General Manager compensation, seconded by Samantha. All voted in favor.

Executive Session

Cody made a motion to end Executive Session at 8:33pm. Samantha seconded. All voted in favor.

Barbara made a motion to end the meeting at 8:34pm and Cody seconded. All voted in favor.