

Middlebury Natural Foods Cooperative
Board of Directors Meeting
March 18, 2026

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

Board Members Absent: Ollie Cultrara, Samantha Langevin

Others Present: Greg Prescott (GM), Bonnie Hudspeth, Scout Edenfield, Bethany Farrel, Ashley Peluso, Lauren Ogden, and Michal Woll

Call to order: 6:01 pm

Member-Owner Business

Ed shared that he heard from a member owner that they were surprised about the board's budget.

Greg shared a comment from a member owner from the suggestion box in regards to patronage dividends. Barbara said there was opportunity for more education about patronage to member owners to avoid confusion.

Minutes

A motion was made by Erin, seconded by Ed, to accept the February minutes with the edits shared on Basecamp. All voted in favor, except Kristin, Barbara, and Caryne who abstained.

Board Development Committee Update

Barbara shared that the current board policy is to not make election results public but that the Board Development Committee has been discussing if they'd like to propose a change. Currently board election results are only shared with the chair of BDC or a designee, not the entire board and not with candidates or member owners. Michael Healy shared that other food coops do share their election results and that MNFC is an outlier. One question that BDC has been exploring is would sharing the results promote transparency and democracy. The Board Development Committee is seeking any input from the board and will write a proposal about this practice to be reviewed and voted on at a future meeting.

Barbara expressed gratitude to Sam Surks for her work on the Board Development Committee and outreach to Middlebury College students. The committee is exploring the idea of adding a standing youth seat to the board as a way to increase engagement with Middlebury College students and other youth in the community and grow the next generation of co-operative leaders. The board agreed that this is worth exploring but that it may require a bylaw vote. The BDC is meeting next month with Toni Brinegar, our JEDI consultant, to discuss this and will revisit this conversation at a future meeting.

Applications for new board members are due March 27th.

Check in: BP8: Governance Investment

100% of board members felt like we were meeting the full extent of the policy by voting a 4 or 5 out of 5.

The JEDI Committee is discussing the creation of a compensation philosophy for board members to supplement this BP and will bring ideas to the board in the future.

Board Budget

Caryne presented the budget that they and Ollie have developed in deep collaboration with Sara Granstorm, MNFC's Finance Manager. After a short discussion to review the line items, Caryne made a motion to approve the FY27 Budget for \$85,000, Erin seconded, and all voted in favor.

Amanda made a motion to update BP8 to reflect the 3% increase to board compensation in the FY 27 budget, Kristin seconded, and all voted in favor.

GM Report

Greg shared highlights and answered questions about the report.

EL 4: Monitoring Rights and Responsibilities

Erin made a motion to monitor EL4 and Caroline seconded. All voted in favor to accept it as on time, reasonable interpretation, data provided, and compliant.

Executive Session

Amanda made a motion to go into Executive Session to discuss GM compensation, seconded by Caroline.

Erin made a motion to end Executive Session at 7:59pm, seconded by Amanda. All voted in favor.

Erin made a motion to end the meeting at 7:59 pm and Amanda seconded. All voted in favor.