

Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 24, 2007
Approved 2/28/07

Board members present: Ross Conrad, Suzannah Kaster, Jesse Kimler, Michelle McCauley, Jeanne Montross, Ashar Nelson, Margaret Olson, Abi Sessions, John Vincent, and Kira Winslow (presiding)

Board members absent: Barry King

Others present: Susan DeWind (staff representative), Robert Keren (recorder of minutes), Glenn Lower (GM)

Board monitor: Suzannah is the board monitor for the meeting.

Call to order: Kira called the meeting to order at 6:30 p.m. and welcomed newly appointed board member Jeanne Montross.

Members business

Jesse raised a question on behalf of a staff member regarding the Board of Directors and how much of their own shopping they do at the Co-op. Kira reported that organic grower Scott Green contacted her about the transportation issues related to organic foods that are shipped to Middlebury from far-flung locations.

Approval of December 13, 2006, minutes

Kira amended the Board Development Committee section of the minutes. On a motion by Ross, seconded by Margaret, the board voted 8-0 to approve the minutes as amended. Michelle and Jeanne abstained.

General Manager's report

Glenn reported that he has much follow-up from the managers' retreat, and that one of his challenges is to prioritize tasks and not assume too much. He will report on his prioritization process at the next few board meetings. He said the Deli Department still poses challenges and will be a major focus of his next business plan. The board commented that cooking classes for staff are an excellent innovation.

By-Laws Committee

The board reviewed proposed changes to the MNFC's By-Laws and by discussing the sections the committee had marked as "Board discussion needed."

1.2 – The board agreed to the edited version.

1.4 – This section generated discussion: eliminating the entire section or keep/remove the phrase "shall not engage in political activity." Straw poll had the Board evenly split about which way to go. The item was then tabled for further review by the committee.

2.3.1 – The board struck the word "reasonably."

- 3.1.1 – The board agreed to “25” instead of “six.”
- 4.7 (b) – The board agreed to the phrase “within one month of appropriate notification.”
- 4.7 (c) – The board agreed to the edited version.
- 4.7(d) – The board agreed to the edited version.
- 5.1 – The board changed “two” to “four.”
- 5.2 – This section generated discussion. Ross advocated for a 10-day notification period; legal counsel advised that five days was sufficient. A straw vote was conducted: eight voted in favor of five days; Ross voted in favor of 10 days; and Michelle abstained. The board decided to go with five days.
- 8.1 – The board agreed to add the phrase “...unless otherwise determined by the board.”
- 11.1 – The board agreed to delete the section.
- 13.1 – The board agreed to amend the phrase “present at the meeting” to “present and voting at the meeting.”

Pertaining to 4.5.1, Kira said we would speak to legal counsel about including the general manager.

The By-Laws Committee will hold an open meeting on February 13 at 5 p.m. All MNFC members are welcome to attend and give feedback regarding the proposed changes to the By-Laws.

New/Old business

- Margaret recommended reading “The Omnivore’s Dilemma,” by Michael Pollan.
- Kira asked for volunteers for the Annual Meeting Committee. Abi, Michelle, Jeanne, and Jesse volunteered. Kira asked Michelle to chair the group and call the first meeting.
- Kira asked the board members to consider writing a brief “inspirational piece” about serving on the Board of Directors, for inclusion with the materials provided to prospective board members.

Tasks/Set agenda

1. By-Laws Committee report
2. Discussion re. “member” vs. “owner”
3. Annual Meeting Committee report
4. Quarterly financials
5. Board Development Committee report on the recruitment of new board members

Adjournment

On a motion by Jesse, seconded by Ashar, the board voted 9-0 at 8:30 p.m. to adjourn the meeting.