

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
May 23, 2007
Approved 7/11/07**

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

Board members absent: Margaret Olson

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

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

Call to order: Kira called the meeting to order at 6:30 p.m.

Members' business: None

Approval of April 25, 2007 minutes

Barry was added as board monitor for the meeting. On a motion by Barry, seconded by Ashar, the amended minutes were approved on a unanimous vote. Abi and Jeanne abstained.

General Manager's report

Glenn reported on the Creative Economy meeting, and he handed out samples of the MNFC's postcard asking members to contact Cabot Creamery and Agri-Mark, Inc. in opposition to the use of rBST. Glenn and the board also finalized plans for the summer board-staff party to be held July 7 at 5 p.m. at Abi's house. The rain date is July 8. Thirdly, the board expressed the desire to get a card and flowers for Hedy Sackett, an MNFC employee for 19 years who is leaving the Co-op to be closer to family in North Carolina.

Fiscal year-end report

Glenn reported that Steve is developing the final report that will be handed out at the Annual Meeting, and that the report will show sales grew at a pace higher than budgeted. The staff will enjoy profit-sharing this year, the GM said. Glenn and the board discussed the cost of health insurance and rebates from United on the previous agreement.

Annual Meeting Committee

Michelle reported for the committee that Bay Hammond will make a presentation after the business meeting. The Co-op will provide the food, dessert, and refreshments at 6:30 with the meeting and presentation to follow. Susan DeWind voiced a suggestion to start future Annual Meetings at 7 p.m. so more staff members can attend. Glenn responded by notifying staffing the staff newsletter for those interested staff could be excused in time to come.

Nominating Committee

Jesse opened the floor for nominations. Abi nominated Kira for president. Kira nominated Abi for vice president. Kira nominated Ashar for secretary. The position of treasurer is open.

Board Development Committee

Ross inquired about the procedure for counting ballots. Kira said the plan was to have a panel of four -- Reiner, John, Kira, and a member of the MNFC – open and record the annual election results. Next, the board discussed whether a ballot cast with no preference (either nay or yea) for the revisions to the By-Laws should count in determining whether the referendum receives the required two-thirds vote. Glenn will refer the question to legal counsel for a ruling.

Further, Kira reported on the proposed board calendar for 2007-2008. The committee is recommending to skip the July meeting and to have a meeting in November. Kira conducted a straw poll: four members favored taking July off; three members favored taking August off instead; and three members abstained. So, the board will not have a regularly scheduled meeting in July.

Also, Kira asked for volunteers to serve as “board buddies” for newly elected board members. Michelle, Ashar, and Abi volunteered.

Community Development Fund

Glenn opened a discussion about a new idea: marshaling Co-op resources to launch a project for the betterment of the community. He talked about the aggregate amount of member discounts extended in a year’s time (about \$83,000 in the most-recently concluded MNFC fiscal year), and suggested that members could be asked to contribute all or part of their discounts to the fund. Next he asked the board to suggest some ideas for a community development project. Mentioned were: a cold storage facility for local growers, loans to local producers, exploring ways to make the Co-op more affordable to people of modest earnings, offering cooking lessons, a community garden, encouraging more local foods in schools, a community cannery, and a grant program for educational projects.

Next Glenn asked for suggestions about approaching members. Ideas included: a web site, Co-op matching funds, surveying membership for ideas, in-store info

displays, asking members to donate their discounts, using the newsletter, and linking the project to the Annual Meeting.

Board Development Committee, continues

Kira announced her plan to step down effective July 2007 as chair of the Board Development Committee.

New/old business

At the June meeting Kira will ask for volunteers to serve on an ad hoc committee regarding the MNFC web site.

Tasks/ set agenda

1. committee assignments and discussion of relevance of existing committees
2. approval of board calendar for 2007-08
3. election of board officers
4. retrospective on Annual Meeting

Adjournment

On a motion by Abi, seconded by Michelle, the board voted 10-0 to adjourn at 8:20 p.m.