

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
November 14, 2007  
Approved December 12, 2007**

**Board members present:** Kristin Bolton, Ross Conrad, Barry King, Suzannah Konopke, Ashar Nelson, Johanna Nichols, and Kira Winslow (presiding)

**Board members absent:** Michelle McCauley, Jeanne Montross, Abi Sessions

**Others present:** Susan DeWind (staff representative), Robert Keren (recorder of minutes), Jay Leshinsky, Glenn Lower (GM), Brian Slavin

**Board monitor:** There was no board monitor for the meeting

**Call to order:** Kira called the meeting to order at 6:35 p.m. and greeted both visitors, Jay Leshinsky and Brian Slavin.

**Member's business:**

Brian Slavin, a staff member from the Produce Department, read a letter he had written to the board asking the board to consider ways to save Carol's Hungry Mind Café from imminent closure. He called it "a place where community spirit is alive," said it might close its doors forever, and suggested that the Co-op could expand a portion of its business to the Carol's location. Kira cautioned that a move in that direction could be seen as outside the Co-op's mission and would require a vote of the MNFC membership. Barry said Carol's could sell shares in its business and become a cooperative on its own. Glenn said, "I can imagine a lot of ways that we [the MNFC] could help," and he said he would look into it.

Kira also said she had received a call from a member with special dietary needs who was very pleased with the offerings in the Deli Department.

Ross passed along a comment from a member that it would behoove the Co-op if the Empty Bowl Dinner benefited local artists as well as the local Food Shelf.

Kristin reminded Glenn that the Co-op has yet to satisfy its \$25 pledge to the localvore organization headed by Bay Hammond.

Barry passed along an article to the board concerning the carbon footprint left behind in the food distribution process.

### **Approval of October 24, 2007 minutes**

The board amended the minutes to contain the executive session closing time and to correct two typographical errors. Then, on a motion by Ashar, seconded by Ross, the board voted 6-0 to approve the minutes as amended. Barry abstained from the vote.

### **General Manager's report**

Glenn asked for a motion to extend the Co-op's line of credit for another year. Barry moved and Ashar seconded the following: "To approve continuing the MNFC line of credit of \$100,000 with Chittenden Bank, and the authorization of Chittenden Bank to process telephone requests by the MNFC bookkeeper (Steve Koch), general manager (Glenn Lower) or treasurer (now Ashar Nelson) to draw on the line of credit, and further to authorize any of the same persons to sign the loan documents for this line of credit." The motion carried on a 7-0 vote.

The board discussed whether to include the MNFC's involvement with the Connecticut Valley Neighboring Co-ops (CVNC) group in the GM's Executive Limitations document or in one of the Co-op's guiding statements. Ashar offered to take the matter to the G.M. Communications Committee for discussion and to return to the board with a recommendation.

### **Long Range Planning Committee**

Glenn reported that the committee met with Michael Healy to make plans for the February 16 Board Retreat. The board decided to invite Reiner and Susan (and of course Glenn) to join them at the daylong session facilitated by Mr. Healy.

### **Annual Meeting Committee**

Ross reported for the committee and handed out a detailed plan for the 2008 Annual Meeting on Saturday, May 31, on the town green.

### **New/Old Business**

Kira said she had been contacted by a representative from Rural Vermont inviting the board to a fund-raiser on December 5 in Middlebury. The event at the Glass Onion will include a full dinner of local foods at a cost of \$35 per person or \$60 per couple.

Kira polled the board about some questions on the Cooperative Board Leadership Development (CBLD pronounced "C-Build") application.

Kira asked Jay Leshinsky, a candidate for the vacant seat on the board, whether he would like to speak. Jay explained that the Co-op has been part of his life since the 1970's; that he has experience as a grower, vendor, member, and customer; and

that his position at the college's organic garden is part-time which allows him time to give back to the community.

### **Tasks/Set Agenda for Dec. 12 meeting**

- Leslie Blow's workshop on financial statements will be the first hour
- Membership Linkage Committee report
- Long Range Planning Committee
- Co-op's role in advocacy

### **Executive Session**

On a motion by Ross, seconded by Barry, the board voted 7-0 at 7:55 p.m. to go into executive session. Later, on a motion by Barry, seconded by Ashar, the board voted 7-0 at 8:48 p.m. to exit executive session and return to regular session.

### **General Manager's Executive Limitations**

On a motion by Barry, seconded by Ashar, the board voted 7-0 to add EL 2.7 to the GM Executive Limitations as follows: "EL 2.7: [The GM shall not] fail to conduct management team annual reviews within a month of the employee's anniversary date, to be monitored quarterly."

### **Adjournment**

On a motion by Barry, seconded by Ashar, the board voted 7-0 at 8:50 p.m. to adjourn for the evening.