

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 23, 2008
Approved 2/20/08**

Board members present: Kristin Bolton, Ross Conrad, Barry King, Jay Leshinsky, Michelle McCauley, Jeanne Montross, Ashar Nelson, Johanna Nichols, Abi Sessions, and Kira Winslow (presiding)

Board members absent: Suzannah Konopke

Others present: Michael Healy (CBLD), Robert Keren (recorder of minutes), Glenn Lower (GM), Reiner Winkler

Board monitor: Jeanne is board monitor for the meeting

Call to order: Kira called the meeting to order at 6:35 p.m. and welcomed Michael Healy.

Member's business: Abi confirmed that when a Co-op member passes along an operational issue to a board member, that the correct response for the board member is to refer the issue to the general manager.

Policy governance

Michael Healy led a workshop in policy governance and opened by explaining that policy governance is “a roadmap or a framework that describes our world but doesn’t provide us with all the answers.” During the workshop, board members examined principles of policy governance and applied them to the Co-op’s various policy statements.

Long Range Planning Committee

The board discussed with Glenn the preparations for the February 15 board retreat at the Community House.

Minutes of the December 12, 2007, meeting

On a motion by Ross, seconded by Jay, the board voted unanimously to accept the minutes as presented.

General manager's report

Glenn proposed that the board issue a statement in support of the Connecticut Valley Neighborhood Co-ops, a new association of food co-ops in Vermont and New Hampshire. The GM Communications Committee was asked to craft a statement

and return to the full board for a vote.

There was a brief discussion about the sales growth in the Produce Department, and about an impending maternity leave in that department.

Glenn also detailed the recent Management Team retreat, and said there was so much material to cover that the team will be getting together to continue the discussion.

Board Development Committee

A committee report was distributed in advance. Kira presented for the committee and related to the board that the terms of office of four board members will expire this year. They are the seats held by Abi, Jeanne, Ross, and Suzannah. Kira asked board members to write brief responses to the question, "Why do you serve on the board?" to promote interest in board service among the membership. The revised application packet for prospective members will be reviewed at the next meeting, Kira said. It was also agreed that Kristin will continue to profile board members in the newsletter. However, in fairness to those who may run for the board, the four members whose terms are about to expire will not be profiled.

Annual Meeting Committee

A committee report was distributed in advance. Ross reported that the event will be called the MNFC Community Celebration and Annual Meeting, and that volunteers at the May 31 event will receive volunteer hours.

New/old business

Kristin reported on the CBLD workshop she attended in Brattleboro with Ross and with representatives from about seven other food cooperatives. She commented on how one of the exercises at the workshop helped her appreciate the strong financial position of the MNFC.

Tasks/set agenda for Feb. 20 meeting

- Board Development Committee will report on revisions to the board member application packet
- Executive Committee will report on consulting time with CBLD and on executive succession for the '08-'09 board
- GM Communications Committee will propose a statement in support of the Connecticut Valley Neighborhood Co-ops
- Follow-ups to the board retreat

Adjournment

On a motion by Barry, seconded by Abi, the board voted 10-0 to adjourn the meeting.