

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
April 30, 2008  
Approved 5/21/08**

**Board members present:** Kristin Bolton, Barry King, Suzannah Konopke, Jay Leshinsky, Michelle McCauley, Jeanne Montross, Johanna Nichols Ashar Nelson, and Kira Winslow (presiding)

**Board members absent:** Ross Conrad, Abi Sessions

**Others present:** Susan DeWind, Kate Gridley, Robert Keren (recorder of minutes), Steve Koch, Glenn Lower

**Call to order:** Kira called the meeting to order at 6:35 p.m.

**Member's business:** Kira welcomed Co-op member Kate Gridley to the meeting.

**Approval of the minutes of April 2, 2008**

Board members made three changes in the text of the minutes and added details about the closing of the executive session. On a motion by Jeanne, seconded by Barry, the board voted 6-0 to approve the amended minutes. Michelle, Jay, and Johanna abstained because they did not attend the April 2 meeting.

**GM Report**

The board discussed its role with respect to buying criteria. Some board members expressed that buying criteria should be considered strictly operational in policy governance. Michelle disagreed and said, "The buying criteria for the store should be considered board work. It's part of our shared values and goes to the heart of what we are doing." She said she would like to have a deeper discussion about this topic at a future board meeting.

The conversation then turned to the price of produce at the Co-op and nationwide, and Barry warned: "I think we are straying into an area that's operational." The board then realized that its scheduled monitor for the meeting, Ross Conrad, was absent, so Barry agreed to serve as monitor for the meeting.

**Business plan and budget review**

As the board launched into a discussion on this topic, the issue of "what is operational vs. what is policy" arose again. Kira said the Co-op may need to expand again in the next five years, and so the board needs to understand clearly what its role would be in that case. Ashar opined: "The board looks at the issues, decides how the issues influences our values, and then we communicate those

values to the GM and then we allow the GM and staff to execute it.” Kristin said the board’s job is to determine the vision. “We have a lot of measures in place,” she continued, “but we don’t have a lot of accountability built into our own process.” By consensus the board decided to begin a board self-evaluation process at the next meeting.

### **Annual Meeting Committee**

The board reviewed the updated summary (dated 34/30/08) for the Annual Meeting.

### **Board Development Committee**

Kira reviewed the committee’s responsibilities with regard to the board elections.

### **GM Communications Committee**

On the recommendation of the committee, the board agreed without a vote that EL-6 could be reviewed annually rather than quarterly.

On behalf of the committee, Ashar proposed that the board “get more in tune with policy governance” by having a brief discussion at the end of meetings about the board-monitoring process that occurred during the meeting.

On a motion by Barry, seconded by Kristin, the board voted unanimously that the board secretary will serve as the board monitor for the year starting with the June meeting, and that the vice president will serve as the back-up board monitor in the absence of the secretary.

### **Linkage Committee**

Kristin presented the proposed charter for the committee, and said the committee hopes that MNFC members will gain “a sense of belonging and connection [to the Co-op]” via the work of the committee. Jay added: “We saw community as an outcome of our work.” Ashar moved to accept the proposed charter and Jeanne seconded the motion. The charter passed on a 9-0 vote.

### **New/old business**

The board had a discussion about criteria for the review of the GM’s compensation. The board also talked about making patronage payments to members vs. giving member discounts.

### **Tasks/set agenda for May 21 meeting**

1. Webinar on “Legal Roles and Responsibilities”
2. Fiscal year end report
3. Discussion about buying criteria
4. Executive committee charter

**Adjournment**

On a motion by Kristin, seconded by Jeanne, the board voted 8-0 at 8:41 p.m. to go into executive session to approve minutes from the April 2 executive session. Later, on a motion by Michelle, seconded by Kristin, the board voted 8-1 at 8:43 p.m. to adjourn the meeting.