

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
June 25, 2008  
Approved 7/16/08**

**Board members present:** Kristin Bolton, Ross Conrad, Kate Gridley, Barry King, Jay Leshinsky, Ashar Nelson, and Kira Winslow (presiding)

**Board members absent:** Leslie Blow, Michelle McCauley, Johanna Nichols

**Others present:** Susan DeWind, Robert Keren (recorder of minutes), Glenn Lower, Bill Schneider

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

**Member's business:** Kristin relayed to the board a conversation that she had with a customer about the possibility of passing along credit card fees to the Co-op's credit card users and giving a break to the Co-op's cash and check users. The idea was turned over to Glenn.

**Approval of the minutes of May 21, 2008, meeting**

Under item "H" of "Tasks/Set agenda," "Board Development Committee" was amended to read "Executive Committee." On a motion by Barry, seconded by Kristin, the board voted 6-0 to approve the amended minutes. Kate abstained because she was not on the board for the May 21 meeting.

**Resolution of the election tie**

Kira reported for the Board Development Committee that there was a tie between Ilaria Brancoli Busdraghi and Suzanne Konopke for the forth open seat on the MNFC Board of Directors. Kira said consultant Michael Healy offered that unless one of the candidates bows out, then a coin toss would settle the matter without violating the MNFC's By-Laws. Suzannah indicated in writing that a coin toss was "deeply disturbing," and she asked for a run-off election. Kira, Ashar and Jay (had a meeting representing Exec. Committee and BDC) recommend a run-off election. Glenn explained that the timing of the Co-op newsletter would prohibit the board from conducting a run-off election until September.

Glenn then explained that Leslie has offered to yield her newly elected seat because 1) she ran primarily because there were not enough candidates early in the race, and 2) she is best qualified to be board treasurer, but if someone else (i.e., Jay) was desirous of serving as treasurer, then she'd step aside. Kristin said the board should consider how frequently Suzannah has missed meetings before taking Leslie up on her offer to yield her seat. Ross said Leslie was elected by the

Co-op membership and that it was not in the board's scope of authority to eliminate her from the board. Only Leslie herself could do that, he said. Barry spoke in favor of the coin flip saying the membership had its chance to vote and now it's time to get on with board business.

Ashar said a coin toss would be "disrespectful" to Suzannah. The board has other options, he noted. Kristin again addressed Suzannah's "participation" on the board and said, "If I were in her position, I would want to be here tonight to defend myself." Kira pointed out that the term of office is for three years, and that waiting until September to seat the 11<sup>th</sup> board member "is not a big deal."

Ashar made a motion to settle the matter with a run-off election. Kate seconded the motion. The vote was 5-2 in favor and the motion passed. Ashar, Kate, Ross, Kira, and Jay supported the motion; Barry and Kristin were opposed.

### **More member's business**

During the discussion about the tie in the election, member Bill Schneider arrived at the meeting. Kira gave him the floor and he explained that he used a service that advertised on the Co-op's bulletin board, and that he was displeased with the service. What should the Co-op do about it, he asked. The board identified the matter as operational, and turned it over to the general manager for a decision

### **Election of officers**

On behalf of the Board Development Committee, Kira moved the following slate of officers for 2008-09: Ashar for president, Michelle for vice president, Kristin for secretary, and Jay for treasurer. Barry seconded the motion. Glenn then explained that he recruited Leslie [a CPA] for the board with the expectation that she would run for MNFC board treasurer, a post that she had held previously. Barry removed her second and Kira withdrew her motion.

Then, as chair of the Board Development Committee, Kira offered a revised slate of officers for 2008-2009 as follows: Ashar for president, Michelle for vice president, Kristin for secretary, and Leslie for treasurer. Barry seconded the motion. The vote was 7-0 in favor and Ashar became the presiding officer. His first order of business was to thank Kira for her service as board president for the past four years.

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

Under Fiscal Year-End Report, the board asked Glenn about back-up generators for the refrigeration units in the store, and Glenn said that the \$60,000 estimate was quite high, but added that the Co-op has improved its ability to seal up the cases and forestall spoilage in the event of a power outage. He also reminded the

board that the MNFC's insurance carrier has covered the Co-op for outage-related losses in the past

Under Executive Limitation-4 #3 (concerning the ratio of assets to liabilities), Ross expressed his discomfort with the GM's non-compliance and Glenn suggested a study group to examine the issue. Ashar recommended tabling the matter until later in the year when the board examines its policies. Kristin asked about EL-7 #8 (concerning uninsured or non-interest bearing funds) and was tabled for later discussion. Barry moved to accept the Fiscal Year-End Report, Jay seconded the motion, and the board voted 6-0-1 in favor with Ross abstaining.

### **Community Celebration-Annual Meeting review**

The board reviewed the minutes for the Annual Meeting and made three revisions. The board also made suggestions for next year's event: more microphones, two lines instead of one for food, and better signage and receptacles for trash, compost, and recycling. There was discussion about what the board's role should be vis-à-vis the staff's role. Kristin suggested that the Linkage Committee should take the lead in determining the board's involvement in the 2009 event. Ross said the board should arrange the Annual Meeting portion and allow the staff to plan and implement the celebration portion.

### **Board of Directors calendar**

The board reviewed the proposed meeting calendar for 2008-09. The May meeting was moved from May 20 to May 27, and the Annual Meeting was moved from May 23 to May 30. Also, the board retreat was tentatively set for January 24.

### **Summer Party**

The summer party hosted by the board for staff was discussed. No formal date was set.

### **Executive Committee Charter**

Kristin moved to accept the proposed charter as presented. Barry seconded the motion. There was no discussion and the motion passed 7-0.

### **Committee membership**

The Executive Committee will include Ashar (chair), Michelle, Leslie, and Kristin. The Board Development committee will include Jay (chair), Barry, Kate, and Ross. The Linkage Committee will include Kristin (chair), Kira, Johanna, and the 11<sup>th</sup> member as determined by run-off election.

### **Board work for 2008-09**

The board identified the following topics for concentration in 2008-09: managing growth, advocacy, buying criteria, member linkage, policy housekeeping, and board development.

**New/old business**

The professional organization C-BLD will hold it's next "101 workshop" on July 12 in Northampton, Mass.

**Tasks/set agenda for July 16 meeting**

- adopt monitoring calendar
- Board Development Committee re. board assessment results
- Michelle's proposed EL on buying criteria

**Adjournment**

On a motion by Barry, seconded by Jay, the board voted 7-0 at 8:48 p.m. to adjourn.