

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
September 24, 2008
Draft**

Board members present: Kristin Bolton, Ilaria Brancoli Busdraghi, Ross Conrad, Kate Gridley, Barry King, Jay Leshinsky, Michelle McCauley, Ashar Nelson (presiding), Johanna Nichols, and Kira Winslow

Board members absent: Leslie Blow

Others present: Susan DeWind (staff liaison), Robert Keren (recorder of minutes), Glenn Lower (general manager), Reiner Winkler (bulk foods manager)

Board monitor: Kristin

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

Member's business: Kate asked a question about membership in the Co-op when a couple gets divorced. Glenn explained that the MNFC is a "one member, one vote" cooperative, and that the membership cannot be divided between two people.

Approval of the minutes of August 27, 2008 meeting

The board noted four changes in the draft copy of the minutes. Glenn recorded the changes for the MNFC's permanent records. On a motion by Ross, seconded by Jay, the board voted 9-0 to accept the minutes as amended. Ilaria, who was not an elected member of the board in August, abstained.

General Manager's report

Glenn opened a discussion about the need to define both the GM's role in advocacy and the board's role in advocacy. After a wide-ranging discussion, Ashar concluded by saying that the Executive Committee would draft both an executive limitation and a board policy with regard to the MNFC's advocacy, and then review both proposals with the full board.

Glenn also reported on the success of the September truck sale and on the National Cooperative Grocers Association General Assembly that he attended in Seattle. Dramatic shifts are occurring within NCGA, Glenn said. "There's a culture of change among co-ops today, and we're getting away from the mindset that we're just running a grocery store." Co-ops like the MNFC must constantly be thinking about how to do things better because "our future is never assured," he added.

Executive Committee

The board discussed the schedule for the upcoming GM evaluation and the tools to be used in the process. The board examined the final three questions in the GM survey that will be distributed to members of the management team, and decided to make clear that

the final three questions are separate from the evaluation. The board also asked the Executive Committee to add a question relating to staff satisfaction.

Board Development Committee

Jay reported for the committee on the runoff election for the 11th board member. He said 185 ballots were cast and that Ilaria Brancoli Busdraghi was the clear winner. Seventy percent of the ballots were cast from the inside back page of the Newsletter, he said, and the remainder were cast in the store on paper ballots. The committee thanked Reiner, Kira, Front End Manager Barbara Cunningham, and all the cashiers for their assistance. Jay said the committee is mindful of the need for a policy in the event of a future tie. Glenn noted that it would be worthwhile to research the option of including a business reply envelope in the newsletter whenever the MNFC has elections.

Education Committee

The board reviewed the committee's report dated September 11, 2008, and weighed the three options presented under the heading "Economic situation and long-range planning." The board talked about incorporating the MNFC's Ends into its long-range planning. At Kristin's suggestion, the Education Committee's next step will be to frame all three options – continued growth in sales, level growth, and negative growth – in terms of the Ends.

Glenn handed out a copy of a report titled, "What is the typical life cycle of a co-op?" for future discussion.

Board retreat

The board discussed the logistics and content for the January 24 retreat. Ashar offered to contact facilitator Michael Healy to check on his availability. A tentative topic for the retreat -- the board's shared vision for the future of the Co-op – was discussed.

Connecticut Valley Neighboring Co-operative

Kristin reported that the CNVC commissioned a study which determined the positive economic impact of co-operatives on the local economy. The summary will be posted on the MNFC web site.

New/old business

Barry introduced a discussion about a new grassroots organization in the region called the Food and Fuel Network. Johanna also participated in one of the group's meetings and spoke to the importance of collaboration. Barry expressed the idea that the Co-op could play a role in the organization's efforts to help teach people how to shop and cook more economically. Johanna noted that such an endeavor would touch upon all four of the MNFC's Ends. The board suggested that a member of the MNFC staff should attend the next meeting of the group.

Kristin announced the 2008 Addison County Conservation Congress at the Mount Abraham Union High School on October 25, sponsored by Vermont Family Forests and ACoRN.

Board monitor review

Board members gave feedback to Kristin about how the meeting was monitored.

Tasks/set agenda

- Education Committee
- Linkage Committee
- Executive Session concerning GM evaluation
- Food and Fuel Network follow-up
- Ilaria's committee assignment(s)

Adjournment

On a motion by Barry, seconded by Kate, the board voted 10-0 at 8:45 p.m. to adjourn the meeting.