

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 9, 2009
Approved 1/27/10**

Board members present: Kristin Bolton, Ilaria Brancoli Busdraghi, Ross Conrad, Mary Gill, Kate Gridley, Jay Leshinsky, Michelle McCauley, Ashar Nelson (presiding), Johanna Nichols (joined meeting by conference call at 7:30)

Board members absent: Francisca Drexel, Tam Stewart

Others present: Susan DeWind (staff liaison), Michael Healy (consultant), Robert Keren (recorder of minutes), Glenn Lower (general manager),

Board monitor: Kristin

Call to order: Ashar called the meeting to order in the One Washington Street conference room at 6:30 p.m.

Member-owners' business

Board members discussed James Maroney's letter concerning the "need to move away from conventional dairy products to organic since conventional milk is made by feeding corn to cows, corn grown with artificial fertilizers and petroleum-based herbicides."

Jay and Kristin reported on the countywide Farm to Plate Conference.

Ilaria related a conversation she had with Beth Karnes Keefe of Cornwall about Beth's wish to see the Co-op open a satellite location at the junction of Routes 30 and 74.

Approval of the minutes of the meeting of November 11, 2009

Ross amended the minutes to add one comma. On a motion by Michelle, seconded by Kate, the minutes were approved as amended on a 7-0 vote. Mary, who was not at the November meeting, abstained.

General manager's report

The board discussed with Glenn the new reporting format for Executive Limitations. The consensus was that the new format will be beneficial.

During a discussion about how to set a target number for the assets to liabilities ratio, Michael advised the board to let the general manager pick a ratio, demonstrate why it's a reasonable number, and then track it over time. Ashar said the Executive Committee would tackle the ratio question at its next meeting. There was wide-ranging discussion about ELs 4, 5, and 6, but no changes were made. Michelle moved to accept the monitoring report and Kate seconded the motion. The report was accepted on a 9-0 vote.

Michael Healy

Michael Healy facilitated a discussion about year-end planning. The board examined the value of its education process to date. Kate said meetings in Ilsley Library attract more people than meetings in the One Washington Street conference room, and that meetings in the library enable the board to be more open and about its proceedings and more responsive to the public.

Michael called the education process the board's "wisdom-building work." He defined the MNFC Ends as "the board's endgame.. If you define your ends wisely and correctly," he said, "then your job isn't to come up with a plan for the future of the Co-op; it's to make your general manager more accountable to the ends."

Michael also said the education process helps the board engage with the member-owners and decide what should come next in the learning process.

He outlined the steps as follows:

- 1) Write, assess, and refine the ends
- 2) Use knowledge to judge the GM's reporting on the ends
- 3) Decide the framework for engaging member-owners
- 4) Define the board's needs for learning

In planning the board's retreat for February (to be facilitated by Michael), board members suggested several possible next steps, such as: educating the community about the value of local organic food; convincing large stores to support local agriculture; learning how to design sustainable systems; and envisioning the Co-op 10, 20, or even 30 years out. After hearing the ideas Michael suggested "disciplining yourselves to stick with the ends...the board sets the goals, the ends, the outcomes. The board does the visioning and learns what needs to be done. Then it is Glenn's job to decide what it's going to look like and how we are going to get there."

The most effective retreats, Michael said, are retreats at which the organization builds skills and builds wisdom.

The Education Committee (Kristin, Mary, Ross, Francisca) will plan the retreat.

January meeting

The first meeting of 2010 will be held January 27 in the Ilsley Library and the guest will be Bill McKibben of Ripton, author of "The End of Nature" and other books. The board will also examine the results from the board's self-assessment at the January meeting.

Adjournment

On a motion by Jay that was seconded by Michelle, the board voted 6-0 at 8:55 p.m. to adjourn.

