

Middlebury Natural Foods Cooperative
Board of Directors Meeting
July 27, 2011
Approved 8/24/11

Board Members Present: Joseph Cadoret, Ross Conrad, Mary Gill (arrived late), Kate Gridley, Jay Leshinsky, Karen Miller-Lane, Tam Stewart.

Board Members Absent: Kristin Bolton, Ilaria Brancoli Busdraghi, Francisca Drexel, Kevin Lehman

Others present: Susan DeWind (staff liaison), Reiner Winkler (staff).

Board Monitor: Tam

Call to Order: Jay called the meeting to order at 6:30 pm.

Member's Business. The Board discussed emails sent by James Maroney and Suki Fredericks concerning Mountain Meadows an organic beef producer in Whiting. They raised two concerns: 1) they suggested other meat producers may not be meeting organic standards as they claim, 2) their support for MNFC to carry the Whiting producer's beef. They feel the reception from MNFC buyers is a concern. The Board agreed this is an operational issue and Jay said he would respond to the emails.

This issue led to a discussion about the Co-op's effort to increase organic products in the store and this could be an EL for review. This is also the kind of issue that the Board would like to hear back from management on how it was resolved.

Approval of Minutes: The minutes of June 22, 2011 were approved as amended. The vote was all in favor, with Kate abstaining, on a motion made by Tam and seconded by Ross. During approval Tam asked why the Board requires review of loans by MNFC. It has always been the Board's policy and they want to be aware of such activity.

General Manager's report: Reiner presented the report in Glenn's absence. July sales to date were up 6% in spite of road closure due to repaving. Reiner informed the Board of the death of Rene Viau who was the primary mechanic for MNFC from VT Heating and Ventilation.

Tam asked about the template for an environmental EL from Michael Healy. He suggested that having it as an End with more robust reporting might be sufficient. Ross felt an EL could give extra emphasis to the End. Giving the End more specific language could make implementation easier by management. Ross reported that the ad hoc committee discussed linking energy use to sales. They recommend that reporting should be on what Glenn plans to be doing, not what he has done and then the Board can respond with changes if thought necessary. There was consensus on the need for more discussion.

(Mary arrived 7:10)

Board Development Committee: Kate presented options for the draft conflict of interest form. All agreed full disclosure is important and Kate said the appearance of conflict is as important as actual conflict. Reiner suggested adding wording from GP #6 and the

bylaws for clarity. Listing involvement with other boards and organizations should be included. Kate will revise the draft for the next meeting.

Communications Committee: Tam requested content for Board committee web pages – name, director members, charter, work calendar and documents. There could be pages for ad hoc committees and Buying Criteria. He also asked for directors to sign up for newsletter articles.

Board Work Plan: Jay presented the new yearly work calendar that the Executive Committee put together based on Michael's input. It reflects four areas of board work: building wisdom, fiduciary oversight, improving board performance and leading the Co-op into the future. They used monitoring as the basis for agendas and committee work with times to fill in with education. It is proposed that board self-monitoring would be monthly rather than a larger annual review. Kate asked if that could happen if needed. She also suggested consideration of a new name for BDC as "development" suggests fundraising, not its real function of governance or administration. These will be discussed further.

Joseph offered to serve on the BDC. Ross will drop off BDC and Education. Karen will join Buying Criteria (Michelle will continue along with JS). BCC committee will draft a charter for Buying Criteria. They plan to look at defining "natural" foods. It was agreed that Board Buddies should be reactivated.

The Executive Committee will make recommendations to the full Board at the next meeting for education and asking good questions in studying co-operatives and alternative democratic businesses for a 3 year plan.

Monitoring: For this meeting the Board looked at the GP overview and #1 to see how they are doing. The meeting was successfully used to look ahead with calendar changes and Ends follow-up and to differentiate on what is operational and what is board work. They achieved more clarity on GP#6 – code of conduct. For GP#7, while there is not data yet, the sense is that there is good accountability to member-owners with Tam's work on the website. Consensus was there was good process for this meeting.

August Agenda: Education report and information from surveys to formulate a 3 year plan, finalize conflict of interest document, review committee assignments for full board.

Adjournment: The meeting was adjourned at 8:31 pm on a motion by Karen, seconded by Kate. All voted in favor.

Respectfully submitted by Susan DeWind