

## **Middlebury Natural Foods Cooperative**

### **Board of Directors Meeting**

**July 25, 2012**

**Approved 8/29/12**

**Board Members Present:** Ross Conrad, Mary Gill, Kevin Lehman, Jay Leshinsky, Karen Miller-Lane, Tam Stewart.

**Board Members Absent:** Kristin Bolton, Ilaria Brancoli Busdraghi, Francisca Drexel.

**Others present:** Victoria DeWind (staff liaison), Glenn Lower (General Manager).

**Board Monitor:** Tam

**Call to Order:** Jay called the meeting to order at 6:32 pm.

**Member's Business:** Tam reported input from a member-owner who said they were glad MNFC is doing the Food For All program and hopes the Co-op is paying attention to the effect of global warming and the drought on the prices of commodities, fructose and meat and its impact on low income people.

**Approval of Minutes:** On a motion made by Karen, seconded by Ross, the minutes of June 27, 2012 were approved as amended with all in favor, Kevin abstaining.

**GM Report:** The NCGA Food Co-op Impact Study will be released soon in a big media event to maximize its impact. This study will be used to develop promotional tools for co-ops to reach varied audiences.

Glenn summarized his first local sales report which included by-department quantities as well as dollar numbers. Tracking produce is not exact as some items do not have PLU's. The first quarter showed 22% local sales; next quarter should be higher as local produce season peaks. Hanover Co-op paid a visit to MNFC and was impressed with its local percentage of sales.

Based on last year's staff evaluation, the Co-op has hired the Wellness Corporation to do sensitivity training for staff on diversity and conflict resolution in the work place.

**Mad River Food Hub:** Some Board members went for a tour with Glenn at this very successful hub created and run by Robin Morris. He thinks of it as a business incubator. It includes energy efficient freezer storage and processing rooms as well as its own delivery truck for distribution. Without a Board of Directors, decisions are made and implemented quickly.

It was agreed that this kind of venture would be too big and complicated to be added to MNFC operations. It would make more sense for MNFC to act in partnership and support, to be a user rather than organizer. Consensus was that MNFC should consider its needs as a client, especially in light of expansion feasibility work and Ends, do market assessment for a hub and survey food businesses on their needs. MNFC is already giving support to HOPE, ACORN and Neighboring Food Co-op as well as conducting a vendor survey. Vermont Refrigerated Storage could serve as a hub in spite of its less than central location.

**Communications:** The Board discussed planning for next year's Annual Meeting and if there should be a speaker. If yes, it should be set soon. What the purpose of the meeting is - celebration, PR, education - was discussed as well as the effect of weather on the event. In good weather people create their own fun so there would be less need for a draw other than food. Kevin suggested having a theme each year. Board members will post suggested speakers on base camp for discussion at the next meeting.

**Board Vacancies:** One person has indicated interest in serving and will be invited to the next meeting. Others will be contacted. All prospective candidates will be asked to answer the candidate questions used for regular elections.

**Work Plan:** Jay reported the work the Executive Committee did on several issues:

Growth and Expansion Feasibility – The EC supports the idea of a study committee including Board members to ensure the work keeps meeting Ends in the forefront. They feel Board focus should be how to achieve Ends rather than how to expand. This committee work would come in an operational report to the Board on how it meets Ends. There was consensus that the Board should consider what expansion means and establish what needs there will be in the next 5-10 years. The Board would like Management Team input and to do a member-owner survey as a call for ideas. Before the August meeting, Glenn will get list of needs from management, Board members will use base camp for their input on expansion and Glenn will post past expansion discussions.

BDC – There seems to be little time to consider what has been learned in Board self-education on Ends. What would be best now is not to schedule education events but focus on what more is needed to support expansion feasibility work. Operational reporting will create the education efforts needed.

Executive Committee – The roles of officers need to be more clearly defined so there is easier transition for new officers and anyone could step in. It is also recommended that criteria be added to the Executive Committee GP for more efficiency in self-evaluation.

Board social gathering – reviving the annual summer gathering should be considered.

**GP Overview:** The Board did various editing on the wording of the Overview. On a motion by Tam, seconded by Kevin, the amended Overview was approved with all in favor.

**GP 1 - Board Tasks** – It was agreed to add Ends to the Agenda page for each meeting. “Owners” was changed to “member-owner”. On a motion by Ross, seconded by Karen, the amended GP 1 was approved with all in favor.

It was decided to postpone consideration of Board performance on these GP's until the next meeting. There was not consensus on the proper process for the Board to self-evaluate GP work. A thumbs up or down action on compliance to criteria was suggested with a thumbs down generating further discussion. Tam will consult with Michael Healy about how to best do GP monitoring.

**Next Meeting – August 29:**

GP Evaluation

Expansion feasibility information from Glenn

EL 4 monitoring

GP 3 self-evaluation

Board nominees

Annual Meeting speaker

**Adjournment:** The meeting was adjourned at 8:39 pm on a motion by Kevin, seconded by Mary. All voted in favor.

Respectfully submitted by Victoria DeWind