

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
February 25, 2015**

**Board Members Present:** Ilaria Brancoli Busdraghi, Ross Conrad, Francisca Drexel, Mary Gill, Jay Leshinsky, Louise Vojtisek.

**Board Members Absent:** R.J. Adler, Kate Gridley, Kevin Lehman, Sheila McGrory-Klyza, Tam Stewart.

**Others present:** Victoria DeWind (staff liaison), Glenn Lower (GM), Reiner Winkler (staff).

**Board Monitor:** Louise.

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

**Member's Business:** Ross gave out a report from the Rodale Institute on climate change. Their study findings confirm that small scale organic farming can have a role in reversing climate change. Such eco-agriculture can sequester 111% of carbon emissions and have less erosion, better moisture retention and produce higher yields to feed more people. It is for this reason as well as lake water quality that James Maroney has urged MNFC in the past to sell only organic dairy and remove the word natural from its name. The Board consensus was that "natural" defines MNFC, differentiates it from other stores and helps people find it in the community.

**Empatico:** Jay briefly updated the Board on the digital upgrade work by Empatico. They have met with groups from different demographics and looked at the strengths and weaknesses of how MNFC serves different populations. Although there are more young customers in recent years, they are served least effectively. (Louise arrived 6:50)

**Board Officer Elections and Executive Committee:** Jay reviewed the proposed written nomination and voting process that would be done in June with a July vote. Jay will post this issue on Basecamp for discussion and a vote at the March meeting.

The Board discussed disbanding the Executive Committee. It is not required in the by-laws to have one. The work of the current committee would be spread more evenly over the Board, reducing the work for officers by using more ad hoc committees. The Board agreed with Ross's point that this would change the responsibilities of officers and the compensation policy should be reviewed. This issue will be put on the April agenda. (Mary arrived 7:00)

**Approval of Minutes:** On a motion made by Ross, seconded by Jay, the minutes of January 28, 2015 were approved as amended with all in favor and Ilaria abstaining.

**GM Report:** Glenn talked about the software upgrade in the Catapult system at the registers and improved credit card machines. It will enable the Co-op to track different kinds of sales. Reiner reported good feedback on the change.

Louise mentioned an Addison Independent article by Abi Sessions about the impact on businesses from credit and debit card service charges. She suggested people should be encouraged to use cash or checks to keep more money in the local economy and that patronage dividend may help people think differently about how they pay for their purchases. She will write this up for a newsletter article.

Glenn said that the sustainable living classes for gardens, beans, bread, cheese and yogurt are all full.

Glenn said he will meet with the group interested in opening a new store in Bristol to replace Mountain Greens. He will discuss options and resources for them as a community owned store. He has not said “no” but for now there are no plans to open a satellite store for MNFC.

**Patronage Dividends:** Glenn talked about his work to start the conversation on patronage dividends. He is meeting with all staff. The March newsletter has a detailed article and there is a comment box in the store, both offering several ways for people to give feedback. The voting will be in May and Glenn encouraged the Board to reach out to people on the subject and use the Green Up Day event to get out the vote. The Board discussed a coupon for voting, the flexibility of patronage dividends to do more for member-owners and transparency on how the money is used. The Board agreed to accept the GM report.

**Measuring Organic and Local:** Glenn is now measuring items sold as well as dollar sales of organic and local. Produce sells the most but is not included. The issue is how to get the data needed for meeting and reporting on Ends. Ross and Glenn have worked on a plan to measure the growth of the sales for organic and local in comparison to the overall growth of sales in the store. If it increases with an increase in whole store sales then the percentage is growing. Glenn said the time to collect the data is not too cumbersome at about 3 hours per quarter. As EL9 calls for increasing the percentage of organic and local, it is needs to be made clear if organic sales are increasing on their own or are a larger piece of the whole store sales. It was agreed that data will be compared and defining the policy in EL9 will take place after the patronage dividend discussions.

**Board Elections:** Mary said that she had talked to all the runner-ups from last year about running again. One candidate has submitted an application. Possible candidates will be shared on Basecamp.

**GP6 – Code of Conduct:** The Board gave thumbs up to complying with all sections of the GP. It was noted that in GP2 the President is authorized to speak for the Board unlike in GP6 – 3b. This should be reconciled. Review and signing of the Conflict of Interest Policy in June should be added to Section 1. When signed a list of signers and dates should be posted on the website for transparency. Ross suggested adding “and positions” to section 7. The language in the GP 6 included in the Conflict of Interest Policy will replace the GP language in the GP notebook to bring it up to date.

**Next Meeting – March 25:**

- Reiner will attend for Glenn
- EL 4, 9.1, 11
- Officer Election process
- Board Candidates
- Retreat review

**Adjournment:** The meeting was adjourned at 8:33pm on a motion by Louise, seconded by Ilaria, with all in favor.

Respectfully submitted by Victoria DeWind