

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
July 27, 2016**

**Board Members Present:** R.J. Adler, Ross Conrad, Lynn Dunton, Kate Gridley, Ann LaFiandra, Jay Leshinsky, Tam Stewart, Louise Vojtisek, Amanda Warren (by speaker phone).  
**Board Members Absent:** Nadine Barnicle, Ilaria Brancoli Busdraghi.  
**Others present:** Victoria DeWind (staff liaison), Glenn Lower (GM).  
**Board Monitor:** Tam.

**Call to Order:** The meeting was called to order at 6:31 pm.

**Member Business:** Louise reported more comments by member-owners who were thrilled to receive their patronage dividend checks.

**Approval of Minutes:** On a motion by R.J., seconded by Kate, the minutes of June 22, 2016 were approved as amended with all in favor and Amanda and Louise abstaining.

**GM Report:** Glenn reported that he is in the second round of interviews for the store operations manager with several good candidates.

Ross asked what the year-to-date sales growth is. Glenn guessed it is approximately 4.5%. R.J. noted that it remains over budget even with the closure of Greg's well in the past and is above the percentages for other co-ops.

Kate asked that, for the next meeting, Glenn do his research into policies that define boundaries for responding to media postings as discussed at the June meeting

**GP 1 - Overview:** Tam explained that the GP was revised last year using the CBLD template which includes the Four Pillars of Cooperative Governance as well as the 10 Policy Governance Principles. Kate asked about the meaning of the word "holism". It was suggested that it means speaking with one voice or a shared sense of purpose. Kate suggested that one of those phrases be used rather than an uncommon term. Tam noted that monitoring GPs is to determine if the GP is being followed while the reason for the expectations of a GP should be in an appendix. The Board agreed they are adhering to the policy. On a motion by R.J., seconded by Jay, the Board voted all in favor to add the phrase "Board has shared sense of purpose and speaks with one voice" after holism.

**Board Officer Elections:** The nomination process resulted in an uncontested slate of officers which returns all incumbents to their current positions. Tam said a Board on which so many people wished to serve and the steadiness of its leadership were an asset for the Co-op. R.J. said the reason to serve on the Board has become his reason for serving as Vice President. He feels he can work on making food affordable to all in the community through the strong voice the Co-op has in the community. Lynn thanked the Board for nominating her as she feels her experience will help Steve and Glenn with expansion financial planning and, after a year as treasurer, has some new reporting ideas to implement.

All voted in favor of a motion by Ross, seconded by Kate, to approve the slate as nominated.

**Board Committees:** The Board discussed the structure of its committees. It was agreed that standing committees do work that is regularly occurring during the year whereas ad hoc committees respond to one-time specific concerns. R.J. noted that ad hoc committees were thought to work more efficiently and attract people to serve who want to be involved. Glenn noted this will help the Board to determine work that is needed to be done and will guide the committees rather than committees defining the work. Kate felt there is less cohesion and work will not get done if there are no standing committees. With expansion, she felt there will be a need for an active Communications Committee. Jay suggested that standing committees have leaders who will solicit help from other directors as needed.

Glenn made two points. He offered to have staff assist in committee work to ease the load on the Board. He also sees the value of Board members serving on an operational committee to review his work and plan what and how to report back to the full Board. Kate suggested that this is the time of year when Committee work plans for the year should be monitored.

All voted in favor for a motion by Tam, seconded by R.J., to keep the two standing committees of Board Development led by Kate and Communications led by Nadine without standing members. Other directors will assist as needed.

**Expansion:** Glenn brought the Board up to date on expansion planning. He, with Ross attending, had a preliminary review with the Middlebury Development Review Board. He got positive feedback and was asked to provide information and approvals from the police and fire departments and plans for storm water drainage, parking and landscaping. MNFC will assist with the relocation of Watson Scott's business, possibly to the back building. The entrance will be improved with increased width and store parking starting further from the street. It is hoped a parking waiver will be granted for the increased use.

There will be an effort to have Nicole (CDS design consultant) help to coordinate consultants and continue work on fulfilling the goal of no increase in energy consumption.

The goal for member-owner loans is \$1 million. This effort will need a coordinator for the three month campaign to start in September. With an "A" list of potential donors, phone calls will be made by Katherine and Emily and possibly a third person. Steve and Melinda will handle paper work for received loans. R.J. suggested a former VPIRG canvasser could be hired. He felt there should be different donation options to include people in all giving levels. Buying out shares was included in the last expansion.

Glenn is planning on how the Board can have a role in fundraising. He suggested they review member-owner lists to identify familiar names of potential donors. He wants the Board to be visible in the project and suggested the Harvest Festival and Truckload Sale as opportunities to engage with people. He is hoping fundraising by current and former Board directors will raise \$100,000 up front to generate momentum for the fund drive.

The law prohibits brand new member-owners from being solicited. Loans can be matched or offered as a challenge. Payback of 3-7 years with a choice of 0-3% interest as last time is being considered.

**Board Stipend:** Checks will be paid to Board directors once a year in June.

**Mini-retreat:** Tam noted that Michael Healy is available to all Board directors for consultation.

The proposed item for consideration at the retreat is alternative approaches to physical expansion so it does not have to be done again. Rather than expect final decisions, the retreat should lay the ground work to explore future growth while prioritizing Ends and including affordability and the results of Co-op Conversations. The goal is to identify issues and questions to research and assign tasks for further work. How to grow and remain resilient and nimble in the face of economic and climate challenges should be a focus of the retreat.

Ross agreed to contact Michael Healy about facilitating the retreat and it was agreed to invite Glenn, Reiner and Victoria to participate.

**Next Meeting:**

EL12

GP 2&3

Expansion

(Standing Committee work plans for September)

**Adjournment:** On a motion by Ann, seconded by R.J., the meeting was adjourned at 8:59 pm with all in favor.

Respectfully submitted by Victoria DeWind