

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
February 28, 2007
Approved 3/28/07**

Board members present: Ross Conrad, Suzannah Kaster, Barry King, Jesse Kimler, Jeanne Montross, Abi Sessions, John Vincent, and Kira Winslow (presiding)

Board members absent: Michelle McCauley, Ashar Nelson, Margaret Olson

Others present: Susan DeWind (staff representative), Robert Keren (recorder of minutes), Glenn Lower (GM), Reiner Winkler

Board monitor: Barry is the board monitor for the meeting.

Call to order: Kira called the meeting to order at 6:30 p.m.

Members' business: None

Approval of January 24, 2007 minutes

There were three amendments: under Members' Business, the minutes should read "Jesse, on behalf of a member, raised a question..."; under By-Laws Committee, 4.5.1., the phrase "Kira said we should..." was inserted to replace "Kira said she would..."; and under By-Laws Committee, 1.4, the minutes should have reflected that Glenn would revise the section. On a motion by Ross, seconded by Abi, the board voted to approve the minutes as amended. Barry abstained.

General Manager's report

Glenn reported that he would be meeting with staff regarding the revised employee benefits for those working less than 15 hours per week. Abi commended the GM for how well he keeps the staff informed regarding sensitive changes like this. Glenn also reported on the transition to the new supply agreement with United Foods.

There was discussion about the term "member" vs. "owner." Glenn reported that the management team was comfortable with the term "member owner" on official documents and at the board level, and that the team agreed that it would not be in the best interest of the MNFC to change terminology at the store level, retrain staff, and try to shift people's thinking. Ross moved to change the word "member" to "member-owner" [with the hyphen between "member" and "owner"] in the By-Laws. Barry seconded the motion. The vote was 7-0, with John abstaining from the tally.

Quarterly financial report

Glenn distributed the Income Statement and Variance Report for the quarter ending 12/31/06, and noted that sales were up 14 percent, which is significantly higher than the 10 percent that has been budgeted. In terms of the Monitoring Report on Executive Limitations, Glenn reported that he is not out of compliance in any category. Susan DeWind remarked that under EL-7 #4, she was glad to know that employees' repetitive stress problems are being considered.

By-Laws Committee report

The discussion centered on how best to inform member-owners about the changes in the By-Laws and prepare them to take part in the membership-wide vote to adopt the changes. Kira said at least 5 percent of the membership has to cast ballots, and that two-thirds of those voting must vote in the affirmative for the proposed changes to become law. The board did not come to a final consensus on how best to inform the member-owners about the process.

The board spent about 15 minutes refining the language of some proposed changes to the By-Laws. There was discussion about whether the existing "Policy Concerning Political Advocacy and Lobbying" would be sufficient, and whether the proposed Section 1.4 necessary. Abi moved and Barry seconded a motion to strike Section 1.4 in its entirety from the By-Laws. The motion passed 7-1 with Suzannah voting against.

Regarding Section 4.5.1, the board asked Glenn to investigate whether the general manager should be added to this By-Law.

The board also agreed to hold a special meeting of the By-Laws Committee to review the final changes and accept input from the public on April 18 at 5:30 p.m.

Annual Meeting Committee report

Abi reported that the committee met and decided that the theme of this year's meeting (May 30, 2007) should be on the "localvore" movement. The next committee meeting will be on March 17.

Board Development Committee

Kira reported that the committee has recommended changing the open period for voting from "a period in May from two weeks up to the close of business on the day before the Annual Meeting" to "May 1 until the close of business two days before the Annual Meeting." She also indicated that the committee has recommended that board candidate applications go to the Board Development Committee instead of to Reiner as they have in the past.

New/old business

John announced that he is not seeking re-election after six years on the board. "It's a self-imposed term limit," he said.

Jesse reported favorably on her attendance with Abi at the the all-day Coop Board Leadership Development Program of the NCGA .

Tasks/Set agenda for March 28 meeting

- 1) By-Laws Committee
- 2) Annual Meeting Committee
- 3) Board Development Committee

Adjournment

On a motion by Barry, seconded by Abi, the board voted 6-0 [no Jeanne] at 9 p.m. to go into executive session with Glenn and Reiner. Later, on a motion by _____, seconded by _____, the board voted _____ at ____ p.m. to exit executive session and adjourn the meeting.