

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
March 28, 2007
Approved**

Board members present: Suzannah Kaster, Ashar Nelson, Margaret Olson, Abi Sessions, John Vincent, and Kira Winslow (presiding)

Board members absent: Ross Conrad, Jesse Kimler, Barry King, Michelle McCauley, Jeanne Montross

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

Board monitor: The designated board monitor was absent for the meeting.

Call to order: Kira called the meeting to order at 6:35 p.m.

Members' business: John showed the board a brochure he picked up at the Belfast, Me., food cooperative called "Cloning of Cows to Produce Milk."

Approval of February 28, 2007 minutes

On a motion by John, seconded by Abi, the board voted 4-0 to approve the minutes. Margaret and Ashar abstained.

General Manager's report

Glenn reported that he was assisting the Northhampton, Mass., food co-op (River Valley Market) build its first retail facility. Glenn asked for a motion relating to a loan to the Northhampton group so they could proceed with a much larger construction loan. On a motion by Ashar, seconded by Suzannah, the board voted 6-0 in favor of the following:

"The MNFC Board of Directors authorizes its General Manager, Glenn Lower, to sign all documents relating to the \$5,000 loan to River Valley Market. Board Treasurer, John Vincent, will sign the Corporate Resolution indicating that the board at its 3/28/07 meeting gave official authorization to the GM."

Ashar noted that assisting other co-ops is one of the "7 principles."

By-Laws Committee report

The board discussed in detail how best to share information about the proposed changes in the By-Laws with the MNFC membership. After exploring the pros

and cons of providing every member of the Co-op with a complete copy of the proposed document – an endeavor that would consume thousands of sheets of paper – the board agreed to put a summary of the changes in the newsletter and to make the complete copy available to the membership by a variety of means including: in the store for people to read or take home, by e-mail and on the web, and by mail to those members who call or phone and ask for them. Abi made the motion, Margaret registered the second, and the vote was 6-0 in favor.

The board had a discussion about Section 1.3 Objectives, and decided not to change the wording from the existing By-Laws. “Tinkering with the purpose and objective of the Co-op might upset the membership and... we don’t want them to think we are reinventing their Co-op.”

Ashar moved that the board accept the revisions to the By-Laws and to send them on to the membership for approval. Abi seconded the motion, and the vote was 6-0 in favor.

The summary of the changes that will go into the May newsletter is due on April 7, said Reiner. By consensus the board agreed that the By-Laws Committee will have final approval on the wording of the document.

Annual Meeting Committee

Abi reported on behalf of the committee that the discussion topic will be the “localvore movement,” and that three panelists have agreed to attend: Bay Hammond, Ginger Nickerson, and Susan Smiley.

Board Development Committee

The committee reported that Ashar is running for re-election and that John and Margaret have decided not to run. There are three seats open and candidates have only a few more days to submit their nomination papers.

New/Old business: None

Tasks/Set agenda for April meeting

- 2007-2008 budget review
- Business plan
- Annual Meeting Committee report
- Informational meeting for members about the By-Laws

Adjournment

On a motion by Ashar, seconded by Abi, the board voted 6-0 at 8:25 p.m. to go into executive session. Later, on a motion by Ashar, seconded by John, the board voted 6:0 at 8:35 p.m. to exit executive session and adjourn the meeting.