

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
July 11, 2007
Approved 8/22/07**

Board members present: Kristin Bolton, Ross Conrad, Jesse Kimler, Barry King, Michelle McCauley, Ashar Nelson, Johanna Nichols, Abi Sessions, and Kira Winslow (presiding)

Board members absent: Suzannah Kaster, Jeanne Montross

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

Board monitor: Jesse 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 May 23, 2007 minutes

The board corrected two misspellings in the minutes and added a statement under the Annual Meeting Committee section. On a motion by Jesse, seconded by Abi, the board voted 7-0 to approve the minutes as amended. Johanna and Kristin abstained.

General Manager's report

Abi asked Glenn why sales growth for "books/magazines/flowers/gifts" was off 23 percent in June. Glenn said that department generates less than one percent of the MNFC's sales and so it's not something he watches closely.

The board also discussed the recent power outages at the Co-op and some of the options to avoid future loss of fresh food including a back-up power generator, an alarm system, and a phone tree. Ashar recommended that the GM contact CVPS and ask to be placed on its e-mail notification list for future power outages.

Under his Monitoring Executive Limitations report, Glenn said he is not in compliance with EL-4 #3, the provision that the GM "reduces current assets to less than twice the current liability for more than 30 days." Following discussion, Michelle said the minutes of the meeting should reflect that the board is okay with the fact that the GM is not in compliance with the aforementioned provision.

Also under Executive Limitations, Kristin asked Glenn about long-range planning for expansion under EL-4 #5, and Johanna asked Glenn about providing a “livable wage” for employees under EL-8 #3. There was discussion on both topics.

Election of Executive Officers

For the Nominating Committee, Jesse presented the following slate of candidates: Kira for president, Abi for vice president, Michelle for secretary, and Ashar for treasurer. She asked if there were further nominations; there were none. Jesse moved the slate and her motion was seconded by Barry. On a vote of 9-0 the slate was unanimously approved.

Review of Annual Meeting

The board reviewed the minutes of the Annual Meeting and no changes were made. The board then went into a discussion about the event, primarily about ways to increase attendance. Suggestions included calling members, having a compelling topic for discussion, and using open space technology. Abi suggested that the Annual Meeting Committee be a year-round committee charged with “revisiting” the meeting with the tripartite goal of outreach, education, and increased participation.

Board Goals, Board Committees, and Annual Board Calendar

On the subject of MNFC goals for the upcoming year, the board had a wide-sweeping discussion touching upon: 1) being a strategic force in the creative economy of the region, 2) the Neighborhood Co-op Initiative, 3) consolidation of information for the GM, 4) the launching of a board page on the MNFC web site, and 5) giving consideration to moving MNFC board meetings to sites in surrounding towns. There was no clear consensus on goals.

The board discussed its committee structure and took the following action:

The standing committees (with members shown in parentheses) are:

- Executive Committee (Kira chair, Abi, Ashar, and Michelle)
- Board Development Committee (Abi chair, Kira, Jeanne, Suzannah)

The ad hoc committees (with members) are:

- Annual Meeting (Ross chair, Michelle, Kristin)
- Membership Linkage Committee (Jess chair, Kristin, Johanna)
- GM Communication Committee (Ashar chair, Barry, Michelle)
- Long Range Planning Committee (Barry chair, Ross, Ashar)

The board did not assign members to the Buying Criteria Committee. The board also determined that the proposed Community Development Fund is at the GM level, not at the board level.

Kira presented a proposed calendar for 2007-2008 board meetings. Abi made a motion to approve the proposed calendar, Michelle seconded the motion, and the calendar was adopted on a 9-0 vote.

New/Old Business

The board and the GM thanked Abi for hosting the board's annual summer party at her home for the third summer in succession.

Kira distributed a summary of the Neighborhood Cooperative Initiative, a plan for natural foods co-ops to collaborate in the region.

Kira also distributed a page of board members' contact information and asked the members to update it as necessary.

Tasks/Set Agenda for Aug. 22 meeting

- Committees should meet and distribute meeting summaries to all members by e-mail
- Quarterly financial report

Adjournment

On a motion by Ashar, seconded by Abi, the board voted 9-0 at 8:40 p.m. to adjourn the meeting.