

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
October 24, 2007
Approved 11/14/07**

Board members present: Kristin Bolton, Ross Conrad, Suzannah Konopke, Michelle McCauley, Jeanne Montross, Ashar Nelson, Johanna Nichols, and Kira Winslow (presiding)

Board members absent: Barry King, Abi Sessions

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

Board monitor: Michelle is the board monitor for the meeting

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

Member's business: Kira read a card from Susan Humphrey thanking Glenn, Barbara Cunningham, and everyone else at the MNFC for the positive support they have given her son Dan.

Approval of September 26, 2007 minutes

The board amended the minutes to contain the executive session closing time, motion, and vote to the minutes. On a motion by Jeanne, seconded by Ross, the board voted 6-0 to approve the minutes as amended. Kristin and Ashar abstained from the vote.

General Manager's report

- Glenn outlined the ways that the MNFC is assisting the Rutland Co-op to sustain its viability.
- Regarding the Connecticut Valley Neighboring Co-ops (CVNC), Glenn said he would draft a board policy in support of the organization.
- Kristin offered to work on the GM job description, especially with regard to the language used to denote the GM's direct supervision over projects vs. his delegation of responsibility to managers.

Long Range Planning Committee

The board discussed its wish to conduct a retreat on long-range planning and "ends," and how those two developments should influence the future work of the board and its committees. The board discussed two possible facilitators for the retreat and directed Glenn to investigate their availability on the proposed dates:

either Jan. 5 or Feb. 16. Michelle advised Glenn to consult with Barry before selecting the facilitators since she has experience working with both individuals.

Membership Linkage Committee

Michelle offered to serve on this committee beginning in January, which would increase the membership to three along with standing members Kristin and Johanna. Glenn also volunteered to serve as a prime resource for the committee. For the immediate future it was agreed that the committee would work on the board's web page and the newsletter.

Annual Meeting Committee

Ross reported that the committee is moving ahead with plans to change the format and structure of the MNFC Annual Meeting. "It's clear," he said, "that we always get 50-60 people at the meeting and it's the same mix of people...we'd like to break out, mix things up, make it a family-friendly event with food, a tent, and some entertainment, and perhaps even have it on the town green." Ross said the committee has met with Glenn and hopes to have a full proposal for the board to consider at the November meeting.

General Manager Communication Committee

The board discussed Ashar's e-mail of Oct. 23 on behalf of the committee. On a motion by Michelle, seconded by Ross, the board voted 8-0 to take four steps:

1. Add to EL 10 Buying Criteria: "In selecting products to sell at the MNFC, the GM shall not fail to ensure that the MNFC's 'Buying Criteria for Retail Shelf Space' are followed."
2. Use the MNFC Vision Statement, Mission Statement, and Values Statement, and the Seven Cooperative Principles, as guiding documents for the board of directors and management, as well as statements for communicating with member-owners and the general public. The GM will not be required to report on adherence to these statements and principles.
3. Amend EL 2 Staff Treatment by adding an item #7: "7. [The GM shall not] Fail to perform timely annual reviews of management staff."
4. Amend EL 4 Budgeting Monitoring by adding a paragraph between the first and second paragraphs: "Accordingly, the GM may not fail to complete a yearly business plan prior to the beginning of the fiscal year."

The board decided it needs more discussion on EL 7 Asset Protection pertaining to a proposed amendment regarding emergencies.

New/Old business

-- Kira reported that 46 out of 60 staff have returned the evaluations of the GM to her.

-- Glenn recommended that the board join the Cooperative Board Leadership Development project for 2008 at a cost of \$5,180 for four reasons: planning and facilitating the board's retreat, developing the MNFC's *Ends* document, envisioning the Co-op at "the next level," and strengthening board leadership. Ross moved that the board join "C-Build" for the year and Kristin seconded the motion. The vote was 8-0 in the affirmative.

Tasks/Set Agenda for Nov. 21 meeting

- Annual Committee Report
- Membership Linkage Committee
- Long Range Planning Committee
- Leslie Blow financial workshop at the December board meeting
- Co-op's role in advocacy

Adjournment

On a motion by Ashar, seconded by Suzannah, the board voted 8-0 at 8:40 p.m. to go into executive session. Both Johanna and Jeanne departed before the end of the executive session. Later, on a motion by Michelle, seconded by Suzannah, the board voted 6-0 at 8:51p.m. to exit executive session and adjourn the meeting.