

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
February 20, 2008  
Approved 4/2/08**

**Board members present:** Kristin Bolton, Barry King, Suzannah Konopke, Jay Leshinsky, Michelle McCauley, Jeanne Montross (6:50 p.m.), Ashar Nelson, and Kira Winslow (presiding)

**Board members absent:** Ross Conrad, Johanna Nichols, Abi Sessions

**Others present:** Robert Keren (recorder of minutes)

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

**Member's business:** None

**Approval of the minutes of January 23, 2008**

The board discussed the "Member's business" section of the minutes. There was general consensus that under the "Member's Business" portion of meetings, that the floor is open to member-owners. Further, there was general consensus that a board member could bring up policy-related matter at the "member's business" portion of the meeting, but that matters relating to the operation of the MNFC should be transmitted directly to the general manager.

Under the "General manager's report" and "Tasks/set agenda" the board changed "Communications Committee" to its proper name, "GM Communications Committee." Then, on a motion by Kristin, seconded by Michelle, the board voted 7-0 to approve the amended minutes.

**GM Report**

Barry suggested working with C-GANE (Cooperative Grocers Association of the Northeast) to put pressure on certain vendors to indicate on products where they come from and what's in them.

**Quarterly Financial Reports**

There was no discussion about the Income Statement and Variance Report. The Financial Monitoring Report for the third quarter was discussed. Kira will ask Glenn for more information on EL7-2. On a motion by Ashar, seconded by Michelle, the board voted 8-0 to accept the monitoring report.

**Board retreat follow-up**

Members of the board went around the table reflecting on the retreat and what they learned about policy governance. Members complimented Michael Healy for his facilitation. Kira said she realizes now that strict policy governance will be “most effective” for the MNFC. Suzannah said that Glenn has a well-qualified staff and the board has to trust them to make decisions. Michelle and Jeanne apologized for being unable to attend. Ashar remarked that Michael opined that the MNFC board is ahead of many other food co-op boards in terms of policy governance. About giving up some of the “traditional board work,” Barry said it is a matter of “putting the responsibility where it should go.” She added that Glenn will feel more empowered with policy governance more fully implemented.

The board then turned to the Ends Statement drafted at the retreat:

MNFC member owners, customers, and the community benefit from:

- Healthy foods
- Vibrant local economy
- Energy and environmental sustainability
- Cooperative democratic ownership

After discussion, the board amended the third benefit to read “Environmentally sustainable and energy-efficient practices” instead of “Energy and environmental stability.” On a motion by Kristin, seconded by Barry, the board voted 8-0 to adopt the new Ends Statement.

### **Committee reports**

Before hearing committee reports, the board discussed the revised committee structure that arose from the retreat. The board will work on revising the committee charters in the near future. The make-up and purview of the Executive Committee and Board Development Committee will remain unchanged. The Annual Meeting Committee will become a sub-committee of the Member Linkage Committee. The Nominating Committee will become a sub-committee of the Board Development Committee. The fourth committee will be the new Education Committee. Ashar said, “The Education Committee will work on building wisdom and knowledge, which is really the key work of the board.”

### **Board Development Committee**

Kira presented the slightly revised application for new members of the board. She also announced that Jeanne and Abi are not seeking re-election, while Ross and Suzannah are seeking re-election. Kira discussed the BDC’s upcoming projects and asked for more help; Jay volunteered to serve on the BDC. Kira also announced that she will not be seeking another one-year term as board president.

### **New/old business**

Kristin and Kira reported on the Connecticut Valley Neighborhood Co-ops meeting held on January 26. Sixteen co-ops were represented. In the morning the group explored the topic: “What does a regional cooperative economy look like?” and in the afternoon they played out some scenarios for the future. The sense is that the group will be looking at issues from the macro level, e.g., what projects can co-ops do together, what is for the greater good of the region?

Cooperative Board Leadership Development is offering 12 webinars in 2008 and is looking for board members’ individual e-mail addresses. Barry suggests that Kira supply her e-mail, and that Kira in turn forwards pertinent information to the board.

**Tasks/set agenda**

1. Committee charters
2. GM Communications Committee
3. Annual Meeting Committee

**Adjournment:** On a motion by Ashar, seconded by Suzannah, the board voted 8-0 to adjourn at 8:45 p.m.