

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
April 2, 2008
Approved 4/30/08**

Board members present: Kristin Bolton, Ross Conrad, Barry King, Suzannah Konopke, Jeanne Montross, Ashar Nelson, Abi Sessions, and Kira Winslow (presiding)

Board members absent: Jay Leshinsky, Michelle McCauley, Johanna Nichols

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

Board monitor: Ross

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

Member's business: None

Approval of the minutes of February 20, 2008

The correct date was inserted in the header and under "Board retreat follow-up" the word "stability" was replaced with the word "sustainability." Then, on a motion by Barry, seconded by Ross, the board voted 6-0 to approve the amended minutes. Abi and Ross abstained because they did not attend the February 20 meeting.

GM Report

The board discussed various points contained in Glenn's report dated March 28, 2008. Glenn indicated that the quote for a back-up diesel generator (\$58,123) was higher than expected. He and the board discussed fuel surcharges that trucking companies have been charging the Co-op. Asked about the GM succession plan with second-in-charge Reiner Winkler on a three-month leave of absence, Glenn said Steve Koch would be next in line. Barry recommended inviting Steve to the April 30 board meeting.

Committee charters

The board agreed that a charter should define the overall work of a committee and state why the committee exists, much like an ends statement.

For the Board Development Committee, Kira submitted a proposed two-sentence charter. The word "May" was excised from the text; the board agreed that the charters should go in their board notebooks in an appendix; and on a motion by

Abi, seconded by Ross, the board voted 8-0 to adopt the Board Development Committee charter.

For the Linkage Committee, Kristin presented a proposed charter that included one section on the purpose of the committee and a second section on how linkage-related activities benefit member-owners. After discussion, Ross moved and Jeanne seconded a motion to accept the “purpose” section of the proposed charter. Ashar said the Linkage Committee should be creating opportunities to build a sense of community, and Barry agreed that community-building should be included in the charter. The Linkage Committee offered to work further on the proposed charter and so the motion was tabled.

Annual Meeting Committee

The board discussed plans for the May 31 Annual Meeting and Co-op Celebration on the town green. It was suggested that the Co-op offer raffle prizes.

Board Development Committee

The nomination period for new board members is closed, and there are eight members running for four vacant posts. Three incumbents are seeking re-election: Ross, Suzannah, and Jeanne. Next the board discussed with Glenn and with Susan DeWind the propriety of staff members, especially cashiers, discussing the candidates while staff are on duty in the Co-op. Glenn and Kira resolved to discuss the subject and present their findings at the next meeting.

The election period will run from May 1 through May 27, and the results will be announced at the Annual Meeting on May 31.

The BDC is working on a proposed slate of officers for 2008-09. Thus far it appears that Ashar will run for president, Michelle for vice president, and Kristin for either secretary or treasurer.

GM Communications Committee

On the recommendation of the committee, the board voted 8-0 on a motion by Kristin, seconded by Abi, to add Executive Limitation #11 as follows: “The GM shall not fail to work with our neighboring co-ops to create an interdependent cooperative economy for our mutual benefit.”

Similarly, on a motion by Kristin, seconded by Suzannah, the board voted 8-0 to add Executive Limitation #8.5 as follows: “The GM shall not fail to consider issues of staff satisfaction, including compensation, benefits, and professional development.”

Also, on a motion by Ross, seconded by Kristin, the board voted 8-0 to add Executive Limitation #9.2 as follows: “ The GM shall not fail to maintain an operational GM Job Description of the GM’s duties. The GM Job Description content shall not be monitored by the board.”

The board postponed to a future meeting a discussion about the member petition policy (“Policy Concerning Advocacy and Lobbying”) and where it fits into the board’s governance practices.

Lastly, the board sent back to committee the proposed revision to B-GM #1.3 regarding the tracking and communicating of policy changes.

New/old business

Kira encouraged the board to participate in the Cooperative Board Leadership Development webinars coming up in the near future.

Tasks/Set agenda for April 30

1. Annual business plan and budget
2. Annual Meeting Committee
3. Charter for Linkage Committee
4. Charter for GM Communications Committee

Adjournment

On a motion by Ashar, seconded by Ross, the board voted 8-0 at 8:38 p.m. to go into executive session to discuss a real estate matter. Later, on a motion by Jeanne, seconded by Barry, the board voted 8-to-0 at 8:55p.m. to adjourn the meeting.