

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
May 21, 2008  
Approved 6/25/08**

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

**Board member absent:** Johanna Nichols

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

**Call to order:** Kira called the meeting to order at 6:32 p.m.

**Member's business:** Barry passed around a copy of City Market's newsletter and said that a member had shown it to her. Barry offered that the City Market newsletter stands "in strong contrast" to the MNFC's newsletter. On a different topic, Kristin said that a member questioned her as to why so many bulk items at the Co-op are prepackaged in plastic bags.

**Approval of the minutes of April 30, 2008**

Board members noted two typos and amended the minutes accordingly. Details about the vote to leave executive session and the closing time were not added to the minutes. On a motion by Kristin, seconded by Michelle, the board voted 8-0 to approve the amended minutes. Abi and Ross abstained because they did not attend the April 30 meeting.

**GM report**

Members of the board spoke with Glenn about sales figures in the deli department and about the distribution of profit-sharing checks to the staff.

**Fiscal year end report**

Glenn indicated that the MNFC's accountants have not finished the report, but that it would be ready in time for the Annual Meeting on May 31.

**Buying Criteria Committee**

Kira opened the discussion by reading an e-mail from consultant Michael Healy about the distinction between board members' "interests" vs. "positions" in terms of board governance. Michelle spoke in favor of reinstating the BCC as an active committee because she seeks transparency and member involvement in the MNFC's decisions, and because the BCC gave members "an important

mechanism for change.” Ashar said the work of establishing buying criteria is operational and thus belongs with the general manager and his staff. Kira said the former BCC was more reactive than proactive.

The board reviewed some of the MNFC’s buying criteria, specifically: no growth hormone in dairy products, no irradiated foods, and no products containing hydrogenated oils. Glenn noted that the MNFC has some of the strictest buying criteria among U.S. food cooperatives, consequently there wasn’t a great deal of work for the BCC to perform. Kristin recommended that the board develop its “healthy foods” ends more fully. That way, she said, buying criteria will become a natural extension of the board’s ends work.

Ross said it would be good if the board stayed active in buying-criteria decisions because board members have a different perspective than the staff. Also, Ross said, “it’s much harder for the staff to say no” to members. Abi said a committee that’s reactive to buying-criteria issues “could be the way to go.” Ashar suggested incorporating the buying criteria into an executive limitation, and Kira advised the board to consider how buying criteria could become part of the work of the yet-to-be-formed education committee.

For the June meeting, the board secretary (Michelle) will draft a proposed new executive limitation that will contain the MNFC’s existing buying criteria.

### **GM Communications Committee**

The board discussed the proposed monitoring and board duties calendars, and asked Ashar to make revisions and return with a new draft at the June meeting.

### **Executive Committee**

The board discussed the proposed charter for the Executive Committee, and asked Kira to make revisions and return with a new draft at the June meeting.

### **Annual Meeting Committee**

The board’s work schedule at the Annual Meeting was discussed and Kristin distributed the latest schedule, a copy of the news release, and copies of the color poster.

### **Board Development Committee**

Kira discussed how the election results will be counted and she urged board members to get out the vote. She also reminded the board members to complete their board self-assessments.

### **Webinars**

Kristin summarized the web seminar on “Building a Board Budget.”

### **New/old business**

Kira reported on the meeting of the Connecticut Valley Neighboring Co-ops and observed that it has been a “slow process as 18 co-ops learn to cooperate on a regional scale.” The next CVNC meeting will be in October.

The board discussed its summer party for staff and board members. Glenn offered to work on the event and said the date would be confirmed in the near future.

Ashar took the floor to thank Abi Sessions for her two terms on the MNFC Board of Directors. Abi was accorded a round of applause from the board. Kristin said, “We will miss your sense of humor and good energy.”

Kira asked for volunteers to serve as “board buddies” to newly elected members of the Board of Directors. Ashar, Michelle, and Kristin volunteered.

### **Tasks/set agenda for June 25 meeting**

- a) approve board of directors meeting schedule for '08-'09
- b) make committee assignments for '08-'09
- c) review fiscal year end report
- d) adopt monitoring calendar and board duties calendar
- e) discuss legal roles and responsibilities, as necessary
- f) update on summer party
- g) election of board officers for '08-'09
- h) adopt Executive Committee charter

### **Adjournment**

On a motion by Ashar, seconded by Kristin, the board voted 10-0 to adjourn the meeting at 8:42 p.m.