

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
July 16, 2008  
Approved 8/27/08**

**Board members present:** Leslie Blow, Kristin Bolton, Ross Conrad, Kate Gridley, Barry King, Jay Leshinsky, Michelle McCauley, Ashar Nelson (presiding)

**Board members absent:** Johanna Nichols and and Kira Winslow

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

**Board monitor:** Kristin

**Call to order:** Ashar called the meeting to order at 6:34 p.m.

**Member's business:** Glenn informed the board that Johanna would not be attending the meeting because of another meeting she has the third Wednesday of every month.

**Approval of the minutes of June 25, 2008, meeting**

The board noted three changes in the draft minutes: under "Resolution of the election tie," that four seats were open this year, not three; under "General Manager's report," the portion about EL 8 #1 was deleted; and under "Summer Party," the word "Not" was amended to read "No." Ross moved to accept the minutes as corrected, Kristin seconded the motion, and the voted was 6-0 in favor. Leslie and Michelle, who were not at the June meeting, abstained.

**General Manager's report**

Glenn discussed the summer party hosted by the board for MNFC staff, and asked the board members to sign-up for jobs. Glenn touched on the likelihood of leasing additional parking spaces adjacent to the MNFC from Watson Scott. He also informed the board that he has encouraged both Ilaria Brancoli Busdraghi and Suzanne Konopke to attend board meetings until the tie has been resolved.

**Monitoring Calendar**

Ashar presented the proposed monitoring calendar. Kristin moved to adopt the calendar and Michelle seconded the motion. There was no discussion and the board adopted the calendar on an 8-0 vote.

**Board Plan**

Ashar opened the discussion by listing six central issues the board will consider in 2008-09: managing growth, member linkage, policy housekeeping, advocacy, buying criteria, and board development.

Managing growth should be explored by an education committee, and Ashar added that consultant Michael Healy advised the board to form a separate committee for education

purposes not under the aegis of another standing committee. Member linkage is work for the Member Linkage Committee. Policy housekeeping is the responsibility of the Executive Committee. How advocacy should be addressed will be a topic of discussion at the August meeting. Buying criteria is under discussion as an executive limitation, and then the work will go to the Member Linkage Committee. Board development will fall under the Board Development Committee.

Leslie asked, Where will the “education” of the education committee be directed? Ashar responded that it will be directed internally to members of the board.

Leslie, Ross, Barry, and Jay volunteered to serve on the committee that was dubbed the “Board Education Committee.” Susan DeWind and Glenn expressed interest in joining the committee, and Barry accepted the board’s entreaty to serve as chair.

Michelle noted that the GM evaluation process begins in September, not October as indicated on the Board Plan Schedule. She also raised a question about staff involvement in the GM evaluation process, and recommended that the Executive Committee have a discussion on the subject.

### **Board Development Committee**

Jay reported that the committee met to work on the logistics of the run-off election for the eleventh and final board seat. Glenn added that the newsletter containing the ballot will go out the fourth week of August, and Barry reminded the board that the By-Laws need to be revised to address any future elections that end in a tie.

The board discussed the methods of informing the owner-members about the run-off and the particulars of the election process itself.

Kristin urged the board to discuss the possibility of securing e-mail addresses from member-owners for important communications, such as the upcoming run-off election.

The discussion of the results from the board’s self-assessment was postponed to the August meeting.

Jay reminded the board about the schedule of Cooperative Board Leadership Development webinars, and remarked about how valuable they are for both new members and experienced members.

### **EL 10 – Buying Criteria**

Michelle shared a draft version of an executive limitation regarding buying criteria, and spoke in favor of the board’s playing an active role in the development of the criteria. “I don’t believe that buying criteria is strictly an operational matter,” she said. “It should represent a consensus among the member-owners, and we as a board are the direct representatives of the member-owners of this co-op.”

Other members of the board weighed in on the topic, but when it appeared that the hour was running late, that only seven of eleven members were in attendance (since Kate had left at 7:45 p.m.), and that there was no clear consensus, the board agreed to continue the discussion via e-mail, and to finalize the matter at the August meeting.

### **New/old business**

Barry raised the possibility of changing the board's meeting time to late afternoon "so people don't go home first and we'll all save gasoline." It was decided to survey the board members about the possibility.

In response to the board's concerns about MNFC bank accounts in excess of the \$100,000 limit for FDIC insurance, Barry and Ashar asked Glenn to look into ways to resolve the problem. As a result, the Co-op opened a \$50,000 account at the Vermont Federal Credit Union and a second \$50,000 account at the National Bank of Middlebury.

Kristin voiced a concern about board attendance. Without mentioning any names, she said: "If you miss three or four meetings a year and a couple of committee meetings, then other [members of the board] are carrying your load." She suggested that the board might institute an attendance requirement.

### **Tasks/Set agenda for August meeting**

- Discussion about board's role in advocacy
- Board Development Committee discussion about board's self-assessment
- Board Linkage Committee report
- Board Education Committee report
- Discussion on proposed executive limitation on buying criteria

### **Adjournment**

On a motion by Ross, seconded by Michelle, the board voted 7-0 at 8:27 p.m. to adjourn.