

**Middlebury Natural Foods Cooperative**  
**Board of Directors Meeting**  
**August 27, 2008**  
**Approved 9/24/08**

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

**Board members absent:** none

**Others present:** Ilaria Brancoli Busdraghi, Susan DeWind (staff liaison), Ben Gibbud, Melissa Gibbud, Robert Keren (recorder of minutes), Glenn Lower (general manager), Reiner Winkler (bulk foods manager)

**Board monitor:** Kristin

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

**Member's business:** Co-op members Ben and Melissa Gibbud of Mill House Farm came to the meeting to inform the board about a situation in which the MNFC had decided to stop carrying the Gibbud's organic eggs in the store. Reiner informed the Gibbuds of the decision via a voice mail message, Ms. Gibbud said, which left her family "hurt, confused, and crushed." The following day Reiner visited the Mill House Farm and reversed his decision. At the meeting Reiner said, "It was a decision made too quickly and I would not let it happen again that way." The board discussed its role in such matters, and Ashar said the Executive Committee would consider whether the board needs a policy regarding the MNFC's relationship with its local vendors.

**Approval of the minutes of July 16, 2008 meeting**

The board noted a typo in the word "manager." Barry moved to accept the minutes as amended, Michelle seconded the motion, and the board voted 8-0 in favor. Kira and Johanna, who were not at the July meeting, abstained.

**General Manager's report**

Glenn asked the board to act upon a decision item regarding the opening a new account at the National Bank of Middlebury. On a motion by Barry, seconded by Kristin, the board voted 10-0 in favor of the following:

"The MNFC Board of Director's authorizes its General Manager, Glenn Lower, to sign all documents relating to Middlebury Natural Foods Co-op doing business with The National Bank of Middlebury:

- 1) To Exercise all of the powers in this resolution.
- 2) Open this deposit or share account in the name of Middlebury Natural Foods Coop.
- 3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with The National Bank of Middlebury.

4) Other Various Bank Agreements; e.g. Wire Transfer Agreement, ACH Agreement, Night Depository Agreement, Merchant Processing Agreement.

Also:

- 1) Steve Koch, MNFC Bookkeeper, is also authorized to open this deposit or share account in the name of Middlebury Natural Foods Co-op.
- 2) Board Secretary, Kristin Bolton, will sign the Corporate Resolution indicating that the Board at its 8/27/08 board meeting gave official authorization to the GM.”

### **Financial monitoring and financial reports**

Glenn reported that he is in compliance with all of the financial monitoring Executive Limitations for the April through June 2008 quarter. On the income statement and financial report for the same quarter, the board raised a question on the line “Other Expenses.” Glenn offered to research the question and return to the board with an answer.

### **Executive Committee**

Ashar reported for the committee that the evaluation process for the general manager this year will include a written survey from Glenn’s direct reports (the management team) but not a written survey from the entire MNFC staff. Ashar and the board discussed the reasoning behind the decision. Kristin pointed out that the survey was a valuable tool in gauging staff satisfaction. Kira said it’s important for the GM to know a year in advance what standards he or she will be held to in the evaluation process.

The committee is also looking at the “...shall not fail to...” language in the MNFC’s Executive Limitations guidelines for the general manager, Ashar said.

The board discussed the proposed EL-10 Buying Criteria, the first sentence of which was amended to read: “Given the MNFC’s commitment to healthy, organic, local produce, the GM shall not fail to insure that the following buying criteria are followed.” After a discussion about using the terms “irradiated” and “transfats,” Michelle made a motion to adopt the EL. Barry seconded the motion and the matter was approved on a 10-0 vote.

### **Board Development Committee**

Jay reported on behalf of the committee that it is important for board members to encourage MNFC members to vote in the upcoming runoff election. Kira asked for, and Glenn provided, a clarification about the voting procedures in September.

The board’s self-assessment results were discussed and it was decided that Question 19 (the board’s shared vision of the future) will be the work of the Education Committee; Questions 44, 45, and 46 (the board’s understanding of member values, communication with members, and member relations) will be handled by the Linkage Committee; and Question 5 (board attendance) is not a high priority. The board also determined that Question 22 (the board’s job is clearly defined) should be a discussion topic at a future meeting. Ashar and Jay agreed to discuss via e-mail how best to proceed with Glenn’s responses to the board’s self-assessment.

Jay reported on the recent webinar he “attended” on the subject of recruiting and retaining board members.

### **Linkage Committee**

Kristin outlined the committee’s top priorities for the year: making the MNFC’s Ends Statements more transparent to members, conducting a survey of members, producing more newsletter articles, and holding meetings with members. After a discussion that touched upon posting the Ends Statements more prominently in the store and hosting speakers and discussions on topics consistent with the Ends, the committee resolved to meet again and further refine its priorities for the year.

### **Education Committee**

Barry, the committee chair, summarized the committee’s inaugural meeting. The role of the committee was defined as being a source of information to facilitate the board’s ability to reach decisions. For the next board meeting, the committee’s will explore the question, “Why is the MNFC board looking at long-range planning now? What is the typical life-cycle of a co-op and where are we in that cycle at this point? How does long-range planning tie into the economic situation?”

### **New/old business**

Kristin announced that the Co-op is co-sponsoring with ACoRN the Harvest Festival on September 6 at noon on the Town Green.

### **Board monitor review**

Kristin defined this new section of the agenda as: “How did we do in terms of discussing the issues of importance to the board?” The board gave itself good marks in this area as it seeks to find a balance in its meetings between “rigidity” (keeping to the agenda, steering away from discussions about MNFC operations) and “informality” (collegiality, engaging in spirited discussions). Ashar suggested that the board have a discussion at a future meeting about how it presents and receives committee reports.

### **Tasks/set agenda**

- GM report on advocacy
- Discussion on committee reporting
- Linkage Committee report with refined direction for the year
- Education Committee report
- Executive Committee report
- Preliminary discussion about board retreat
- Discussion about “shared vision”
- Board Development Committee priorities

### **Adjournment**

On a motion by Ross, seconded by Michelle, the board voted 10-0 at 8:39 p.m. to adjourn.