

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
October 22, 2008
Approved 11/12/08**

Board members present: Leslie Blow, Kristin Bolton, Ilaria Brancoli Busdraghi, Ross Conrad, Barry King, Jay Leshinsky, Ashar Nelson (presiding), Johanna Nichols, and Kira Winslow

Board members absent: Kate Gridley, Michelle McCauley

Others present: Susan DeWind (staff liaison), Robert Keren (recorder of minutes), Glenn Lower (general manager),

Board monitor: Kristin

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

Member's business: Joe Gleason, an MNFC member-owner, attended the meeting to inform the board that much of the food from Chinethat's labeled as "organic," may not in fact be organic. A supporter of the "buy local" movement, Mr. Gleason spoke out against the Co-op supplying its members with food from "megacorporations."

Approval of the minutes of September 24, 2008 meeting

Barry moved to approve the draft of the minutes and Kira seconded the motion. Kristin moved to table the approval of the minutes in order to draft changes to the section of the minutes titled "Connecticut Valley Neighboring Cooperative."

At this point Kristin asked, "What is our accountability to follow up on the things we say we are going to talk about?" The board then launched into a discussion touching on the length and frequency of its meetings, the nature of the business transacted by the board, and the possibility of meeting over dinner. Barry recommended expanding the "Member's business" section of the meeting from five minutes to 15 minutes. Kristin said the Executive Committee would discuss the topics just raised and return with a proposal.

Kristin then presented an amendment to the CVNC section of the draft minutes by adding "...which determined the positive economic impact of co-ops on the local economy. A summary of the findings will be posted on the MNFC website." The board voted 8-0 to adopt the minutes with the one amendment. Leslie abstained since she was not at the September meeting.

General Manager's report

At the GM's request, Kristin moved and Ross seconded the following motion:

"To approve continuing for a period of five years the MNFC line of credit of \$100,000 with Chittenden Bank, and the authorization of Chittenden Bank to process telephone

requests by the MNFC bookkeeper (Steve Koch), general manager (Glenn Lower) or treasurer (now Leslie Blow) to draw on the line of credit, and further to authorize any of the same persons to sign the loan documents for this line of credit.”

The line-of-credit motion carried on a 9-0 vote.

Next, the board discussed Glenn’s assertion in the report that he expects the Co-op’s sales growth to be affected by the economy at some point in the future. Kristin asked: “Should we be thinking about how the economy affects the Co-op’s success, or is it an operational matter?” Leslie offered that the Co-op has measurement tools and metrics in place, and to create additional requirements on the GM “is crossing the line” into the operation of the Co-op. Ross observed that Co-op shoppers are also owners, so they would be less motivated to shop elsewhere during an economic downturn.

Executive Committee

Ashar reported that the committee recommends retaining the survey filled out by members of the management team. He noted that there are still some funds remaining in the board’s budget with the Cooperative Board Leadership Development (CBLD) organization, and asked: Would the board like CBLD to do any additional research? Board members suggested that CBLD report back to the board on how other food co-ops are assisting people in the lower- and middle-class income brackets.

Ashar recommended renewing the board’s contract for CBLD services at an annual cost of \$5,187. Ross moved to renew the contract and Jay seconded the motion. The motion carried 9-0. Ashar said CBLD’s services include 18 direct hours of consulting, unlimited access to webinars, retreat facilitation, and the CBLD 101 workshop.

Education Committee

The board discussed the subject of growth vis-à-vis the Co-op’s ends. It was agreed that Ashar would invite Michael Healy, the CBLD consultant and retreat facilitator, to the November meeting to help the board clarify the Education Committee’s role with regard to long-range planning.

Linkage Committee

Since time was running short, the committee referred members to its written report and did not make a supplemental verbal report. Kira added that member-owners are “having a hard time understanding the concept of ends.” Ilaria noted that she is also having difficulty grasping the ends and how to work with them.

Board retreat

The date for the retreat is January 24. The retreat topic will involve long-range planning and future growth of the Co-op, and, as Ashar added, perhaps a discussion of “who we are serving.” Ross said he hopes the outcome of the retreat will be “a long-range shared vision [for the Co-op] so we know where we are headed and can plan for it.”

The board debated whether the retreat should be “a think-tank brainstorming session” or a “decision-making session.” Leslie and Glenn both noted that board members’ expectations should be clearly defined before the retreat. Glenn said he hopes the retreat will result in the start of groundwork so the board and the GM will be able to make informed decisions about growth when the time comes. Ashar and Ross voiced their agreement with the GM. Ashar said it should be a planning retreat. Ross said, “We know the Co-op is growing and we know we’re going to have to do something [about growth] in the future. This retreat is a first step in being able to decide what that growth will be.”

Glenn, Ashar, Ross, and Susan DeWind volunteered to work on an ad hoc committee to plan the retreat.

Board monitor

Kristin said, “It felt like we were walking through quicksand tonight.” Ross added, “We are struggling to make sense of all the pieces and how they fit together.” Jay also voiced his frustration.

Johanna observed that it’s like “retraining our brains to think differently.” She said she’s more accustomed to having a vision statement, goals, objectives, and specific tasks, and that the MNFC board’s current work is quite different than those “old, ingrained patterns.” She summarized by saying, “We are getting frustrated because we’re do-ers, and now we have to be thinkers instead.”

Executive session

At 8:03 p.m. Barry moved and Kristin seconded a motion to go into executive session to discuss the GM’s evaluation.

Adjournment

At _____ p.m. on a motion by _____, seconded by _____, the board voted _____ to leave executive session and adjourn the meeting.