

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
February 4, 2009
Approved 2/25/09**

Board members present: Leslie Blow, Kristin Bolton, Ilaria Brancoli Busdraghi, Ross Conrad, Kate Gridley, Barry King, Jay Leshinsky, Michelle McCauley, Ashar Nelson (presiding), and Johanna Nichols.

Board members absent: Kira Winslow

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.

Members' business

Jay reported that he received a letter from Cornwall residents interested in renovating the old general store located next to the town office. The residents wonder whether the Co-op would be interested in using the store as a second location. Glenn said he has spoken with the residents, and the Co-op will not make any decisions about expansion for two years.

Ilaria raised a question about whether the board would do something in memory of Dan Humphrey. Glenn will inform the board when the family announces where contributions should be directed.

Approval of the minutes of December 10, 2008 meeting

The minutes were approved as amended. The vote was 10-0 on a motion made by Michelle and seconded by Ross.

General Manager's report

The board discussed the Co-op's proposed "loan" to assist the Weaver Street Market, a co-op in Hillsborough, N.C. The loan, as it was proposed, would take the form of a two-year \$25,000 CD with the Self Help Credit Union and it would carry an interest rate of 3.5%. Although Glenn pointed out that there was nothing in the MNFC's Executive Limitations to prevent the GM from making such a loan, he wanted to discuss it with the board first. Several members of the board urged Glenn to exercise caution, especially given the current state of the economy. The board recommended that Glenn develop some "worst case" cash flow projections for the Co-op, and seek some additional financial data from the Weaver Street Market before moving ahead with the loan.

Board Development Committee

Jay reported that he has been researching how other Co-ops resolve ties in their elections for board members, and he said the committee would have a recommendation for the

board at the next meeting. He also noted that Cooperative Board Leadership Development organization has not posted its webinars for 2009 yet.

Buying Criteria Committee

Michelle presented the Linkage Committee's proposal for a Buying Criteria Committee. The board's reaction was favorable. Kristin noted that it would not be a standing committee; instead it would convene when there was an issue to discuss. Ashar recommended that the new BCC meet quarterly. Michelle said she was thinking more like annually, unless an issue arose. Kristin likened it to "an education committee on healthy foods." The board discussed how much "board energy" should go into the BCC because buying criteria is most closely related to the operation of the store. Ashar pointed out that if the new BCC is approved, the proposal creating it will not fit within the board's documentation structure.

Ashar asked for a straw vote on the proposal. The vote was 9 in favor and one abstention (Johanna), and Ashar declared "there is consensus to use the proposal as a guideline."

Future meetings

The board decided to hold a public panel discussion on "Our Local Food Systems: Successes and Challenges" on March 12 at 7 p.m. in the Ilsley Library meeting room. The moderator will be Will Stevens. The board also decided to hold its regular monthly meeting on March 25 at 6:30 p.m. in the library meeting room.

Board Education

The board worked on a local food systems map. Starting with a schematic developed by Kristin and Addison County Localvores Bay Hammond, Susan Smiley, Jonathan Corcoran, and Laura Asermily, the board attempted to put together a diagram showing what a "vibrant local food system" in Addison County would look like. The board devoted a good deal of time to defining "local," and in the end decided to use the standard of a 100-mile radius of Middlebury. Work on the mapping project will continue.

Tasks/set agenda for Feb. 25 meeting

1. Education Committee
2. Executive Committee policy work
3. Board Development Committee – recommended procedure in case of ties
4. A board education exercise
5. Buying Criteria Committee – tentative
6. Follow-up on proposed loan to Weaver Street Co-op

Adjournment

On a motion by Barry, seconded by Leslie, the board voted to adjourn at 8:47 p.m.