

Middlebury Natural Foods Cooperative
Board of Directors Meeting
June 24, 2009
Approved 7/29/09

Board members present: Kristin Bolton (arrived 7:45 p.m.), Ilaria Brancoli Busdraghi, Ross Conrad, Francisca Drexel, Kate Gridley, Jay Leshinsky, Michelle McCauley, Ashar Nelson (presiding), Johanna Nichols, Tam Stewart

Board members absent: Mary Gill

Regular attendees: 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 6:34 p.m. Members went around the table and introduced themselves.

Members business

Kate reported about Brian Byrnes and his effort to bring local foods in public schools. Ross mentioned that a member approached him and alleged that Stonewood Farms was using genetically modified feeds. Michelle said she heard reports of a truck unloading in the vicinity of Seminary Street at 4:30 a.m. Ilaria indicated that a fund has been created in memory of former Co-op employee Dan Humphrey. Ilaria also related details about friends of hers who do not shop at the Co-op because they feel “intimidated.” She suggested that potential shoppers might feel less intimidated if more Co-op products were displayed outside, like an outdoor market.

Approval of the minutes of the meeting on May 27, 2009

Ross offered two amendments to the minutes. On a motion made by Jay and seconded by Ilaria, the board voted 4-0 to approve the minutes as amended. New members Tam and Francisca abstained. In addition, Ross, Ilaria, and Michelle abstained because they were not at the May 27 meeting.

General manager’s report

Glenn discussed the upcoming all-staff party at his house on August 19 and invited all of the board members to attend.

On the subject of the recent financial audit of the MNFC performed by Misasi and Misasi, PC, Ashar said the auditors took note of the fact that “the Co-op maintains no formal guidelines” for the calculation of profit-sharing for the staff. Glenn said that historically the GM uses his or her own discretion in determining the methodology used in calculating the profit sharing.

Also with regard to the audit, Jay said he was “a little uncomfortable” that the same firm that does the Co-op’s regular financial accounting was retained for the audit. An outside firm might have been more impartial, he said. Glenn responded that Misasi and Misasi was the most qualified local firm to do the job.

Ross pointed to the \$631,294 in cash on hand as reported in the audit, and asked: When does it start to make sense to use some of that cash to pay down our debt? Glenn responded that the best advice he’s received was to hold onto cash at the present time since the Co-op’s loans are written at favorable rates of interest.

The board also reviewed the Monitoring Report for the 4th Financial Quarter (January through March 2009) and noted that the GM was in compliance on all points.

Board Development Committee

Jay reported that the election process operated smoothly this year. Nearly 10 percent of the membership voted. There was a discussion about how anonymous voting members feel when their address labels are on the reverse side of the ballot. Jay said the committee would look into that issue for the 2010 election.

Jay also reminded the members about CBLD webinars. The board developed a rough plan whereby each member would participate in one webinar per year (either live or archived), and then report back to the full board.

The Board Development Committee then put forth the following proposed slate of officers for 2009-10: Ashar, president; Michelle, vice president; Kristin, secretary; and Jay, treasurer. Kate moved the slate, Ross seconded the motion, and the proposed officers were elected on a 9-0 vote.

At this point in the meeting Kristin arrived. The board moved on to forming committees for 2009-10. Kate will chair the Board Development Committee with members Michelle and Jay. Johanna will chair the Linkage Committee with members Ilaria and Tam. Kristin will chair the Education Committee with members Ross, Mary, and Francisca.

Discussion about use of executive session

The board resolved to include in any motion to go into executive session which staff members, if any, will be included in the session.

Annual Meeting debrief

The board talked about the recent Annual Meeting on May 30, and about finding the right balance between celebration and MNFC business. The board agreed that the notes recorded by board members and staff during the small group discussions held at the Annual Meeting should go to Johanna so the Linkage Committee can synthesize the information.

Board Planning

The board discussed the Work Plan and Policy Monitoring Schedule developed by Ashar. The board agreed that the Executive Committee's priorities for 2009-10 would be policy revisions, policy monitoring, and GM evaluation; the Linkage Committee's priorities would be newsletter, survey questions, website, and Annual Meeting; the Board Development Committee's priorities would be recruitment, webinars, election process, and board self-assessment; and the Education Committee's priorities would be local economy, carbon reduction, and the board retreat.

The board also examined the proposed calendar for meetings in 2009-10 and made several adjustments. Ashar said he would revise the calendar and distribute a new copy at the next meeting. Johanna offered her opinion that the environment in the Ilsley Library conference room was "better and more invigorating" than the environment in the MNFC conference room at One Washington Street, and she encouraged the board to meet in the library more frequently.

Next meeting

Topics will include: webinars presentations by individual board members, Executive Committee recommendations about policies, and a report on what's been learned and next steps for the Education Committee

Adjournment

On a motion by Johanna, seconded by Kate, the board voted 10-0 to adjourn the meeting at 8:35 p.m.