

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
October 26, 2011**

**Board Members Present:** Kristin Bolton, Joseph Cadoret, Ross Conrad, Mary Gill, Jay Leshinsky, JS Woodward.

**Board Members Absent:** Ilaria Brancoli Busdraghi, Francisca Drexel, Karen Miller-Lane, Kevin Lehman, Tam Stewart

**Others present:** Susan DeWind (staff liaison), Glenn Lower (General Manager), Reiner Winkler (staff).

**Call to Order:** Jay called the meeting to order at 6:34 pm.

**Approval of Minutes:** The minutes of September 28, 2011 were approved as amended with all in favor on a motion by Ross and seconded by Jay.

**EL 9 – Buying Criteria:** Ross proposed new wording for the Buying Criteria. He recommended that words be added to differentiate between naturally occurring trans fats and those created from processing. While there was support for this change, Glenn felt it is important in general that there be a process for the management team to have the opportunity for input on policy changes that effect their departments. The Board agreed that they can discuss proposals for consensus on changes which can then go to the team for review before the Board takes a formal vote. The Buying Criteria change will come back for Board approval in November.

**Conflict of Interest Forms:** The Board reviewed the revised form. “Products” was added to #1, “membership dues” was added to #3 and the beginning of #6 was revised to read: “Are you participating in any other events, transactions, arrangements or other situations that you believe should be considered by MNFC’s board or...” Glenn pointed out that since this is signed once a year, there is opportunity for revision then. JS felt wording should obligate reporting of any change in activity. Kristin suggested it could be included in GP6 monitoring. The amended form was approved with all in favor on a motion by Ross, seconded by Mary.

**EL11 – Vendor Relations:** The Board discussed a new EL for vendor relations and how to find ways to minimize vendor complaints about inconsistent treatment and misinformation about products (i.e. labeling items as local when only locally processed but not produced). Glenn conveyed some of management team's concerns. They ask if such policy should apply to all vendors, not just local ones and would that change the policy? Is the proposed language too narrow and difficult to report on with frequent changes and trying to apply vague and confusing standards (i.e. what does “free range” really mean)? Guidelines would have to be applied consistently and be accessible to all. Glenn suggested consideration of the need for a new policy as opposed to adding to existing policy. There was consensus that getting detailed product information to customers is a responsibility of vendors as well as MNFC and there should be

consistency across departments so there is accurate information and fair merchandising. Forums for vendors to “talk” about their products and provide information should be considered. Glenn will continue to work with the management team to draft a policy for the Board to consider.

**Education Committee:** Kristin said the committee recommended that instead of Board Education, the title Building Board Wisdom would better define board work and differentiate it from member-owner education.

From the voting at the September meeting, the topics given priorities were affordability and education. Growth, co-operatives and MNFC in the local economy followed. Kristin presented a draft calendar for studying these topics. Glenn said the market study should be done by February or March. Without Tam, the Board was reluctant to discuss education, but there was consensus that an education process needs to be in place to reach member-owners about growth and co-operatives. How to bring in the community and key groups needs to be worked on. Glenn thought that possibly by 2013 there would be enough information to make decisions on affordability, growth and co-operatives. These are inter-related and need to be studied together in an evolving, open-ended process. Michael Healy suggests that wisdom be built for wisdom’s sake and from this policy can be created for a specific result. The Executive Committee will use the Education Committee’s draft to plan the use of the annual retreat to clarify Board expectations and set markers to measure progress.

**Self-Evaluation – B-GM’s:** Review was postponed. #2 and #3 will be at the December meeting, others later.

**Next Meeting:** Communications Committee  
Conflict of interest forms  
Ends Report  
Buying Criteria  
Retreat

**Adjournment:** The meeting was adjourned at 8:44.

Respectfully submitted by Susan DeWind