

Middlebury Natural Foods Cooperative

Board of Directors Meeting

December 19, 2012

Approved 1/23/13

Board Members Present: Daryl Benoit, Kristin Bolton, Ilaria Brancoli Busdraghi, Ross Conrad, Francisca Drexel, Kevin Lehman, Jay Leshinsky, Karen Miller-Lane, Tam Stewart, Louise Vojtisek.

Board Members Absent: Mary Gill.

Others present: Victoria DeWind (staff liaison), Glenn Lower (General Manager).

Board Monitor: Tam

Call to Order: Jay called the meeting to order at 6:38 pm.

Member's Business: None

Approval of Minutes: On a motion made by Tam, seconded by Kristin, the minutes of November 14 were approved as amended with all in favor and Daryl and Kevin abstaining. Jay included the updated spreadsheet of monitoring votes and will do the same in future packets.

GM Report: In addition to his written report, Glenn discussed an invitation from Robyn Schrader to GMs and Board Presidents to attend the NCGA strategic planning meeting in April. The topic will be growth and workshops will focus on creating alignment of co-ops with NCGA. Michael Healy encourages attendance. Jay also mentioned the NFCA annual meeting in February in Putney.

MNFC Newsletter: Concerns remain about member-owners not receiving their e-newsletters due to spam filters or server blocks. The December mailing was 1300 by mail, 2600 by email. Possible steps to provide information about this problem could include a posting on the store register screens, a white board in the produce area and on the Board's board. As the election process starts in February, and the Board relies on the newsletter to communicate with member-owners about it, they would like to have a solution in place soon. Glenn will work with Kristin on this issue. (Seats held by Kevin, Karen and Kristin are open for the election).

Budget Variance Report: Ross asked about the Board expenses being under budget. Glenn said the budget was based on last year's expenditures which had higher costs for the Annual Meeting and the added expense of the new Board's board. Glenn will report back on high Workman's Comp expense. Food for All expenses will be graphed with Senior Discount.

EL 4: The Co-op continues healthy sales growth though it has been a bit slower now toward the end of the calendar year, perhaps because now the Champlain Bridge has been open a full year. The report was accepted unanimously on a motion by Kristin, seconded by Karen, as being on time, included reasonable interpretation of the data provided and in compliance.

GM Evaluation update: The Executive Committee took steps in the GM evaluation process which included a document check. Karen reviewed personnel policies, profit sharing and insurance policy information. Ross reviewed large item purchasing data. Comparison of GM compensation at other co-ops was done. Glenn said that year-long feedback from the Board was very helpful to him.

Retreat Planning: Jay talked of the need to work further on Board alignment on growth and adaptation. This is needed especially to reconcile Glenn's work from an operational perspective with the Board's vision and Ends point of view. How to put these into growth scenarios and feasibility work to create clarity in one voice should be explored. This will create a guide for Glenn as well as a framework for what gets communicated to member-owners. Glenn said he feels progress has been made and the ongoing conversations are helpful, especially regarding internal readiness. The goals that Glenn has seen rise to the top of his list are in agreement with what the Executive Committee has envisioned. Their top priorities are to have an environmentally sustainable business, pursue alternative financing to reduce risk, provide a sense of community, support the local economy and be an educational resource.

With this list in mind but also leaving room for more ideas, issues and dialogue, there will be further conversation on basecamp before the next meeting. Then the Board will be ready to go into the retreat in February at which they can prioritize, flesh out chosen scenarios, establish the need for any policies and plan a time line and reporting schedule for Glenn with targets for next steps. This will include how, what and when to reach out to member-owners for their input. Glenn hopes this will clarify what more information is needed and how many resources to put in multiple scenarios or if just one should be developed.

It was decided to postpone a possible invitation to architect Michael Beattie to come to speak to the Board. However all agreed it would be helpful to have Michael Healy come to the January 23rd Board meeting to help prepare for the retreat.

(Daryl left the meeting at 8:15)

GP 4 Monitoring: This Governance Process review was done by thumbs up or down. All sections were given thumbs up. The Board edited some wording. Section 1 – "always with" was changed to "within". The last sentence of Section 4 was deleted as redundant. The last sentence of section 6 was moved to Section 7. "Else" was deleted from Section 7ii.

The monitoring was unanimously accepted by the Board. On a motion by Louise, seconded by Tam, all voted in favor to approve wording changes made to GP 4.

Next Meeting – January 23:

GP 5 monitoring

Pre-retreat discussion

Electronic newsletter

BDC – elections

Conflict of Interest forms signed by new directors

Executive Session – GM evaluation.

Adjournment: The meeting was adjourned at 8:40 pm on a motion by Karen, seconded by Ross. All voted in favor.

Respectfully submitted by Victoria DeWind