

Middlebury Natural Foods Cooperative

Board of Directors Meeting

May 22, 2013

Approved 6/26/13

Board Members Present: , Daryl Benoit, Kristin Bolton, Ross Conrad, Francisca Drexel, Mary Gill, Kevin Lehman, Jay Leshinsky, Tam Stewart, Louise Vojtisek.

Board Members Absent: Ilaria Brancoli Busdraghi, Karen Miller-Lane.

Others present: Victoria DeWind (staff liaison), Glenn Lower (General Manager), Jono Chapin (member-owner), Jamie Gaucher (Middlebury business Development Director)

Board Monitor: Tam

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

Member's Business: Jono Chapin came to the meeting to encourage the Board to learn more about the VT Gas pipeline proposals and to consider taking a public stand. He questioned the degree of support in the community which Middlebury College and the Selectboard claim is wide spread in their statements. He suggested that once a pipeline becomes interstate, Vermont would lose control. He feels that if one accepts climate change and believes in environmental sustainability, building fossil fuel infrastructure is not the right way to meet energy needs. With the toxic pollution from fracking and the likelihood of rising prices from increased demand in the future, he hopes small businesses will choose the environment over economics when meeting energy needs. Jay said that being a model for sustainable energy use is a major consideration in planning MNFC growth.

Approval of Minutes: On a motion made by Ross, seconded by Kristin, the minutes of April 17 were approved as amended with all in favor and Daryl and Jay abstaining.

Jamie Gaucher: Recently moved to Middlebury, Jamie came most recently from West Virginia with a background in innovative tech-based business development. He feels Middlebury is an enlightened community that is not in conflict with the environment. Sustainability, education and health care are prime drivers of this community. He thinks there are good opportunities in Middlebury in which to create an economic ecosystem for messaging and marketing the community and innovation based development. He sees the need for a better link with Middlebury College and representing the community with transparency through collaboration.

He would like to focus on opportunities for growth in alternative energy, education, food and services. He says that a population with marketable talent is what draws new business. Finding new businesses that are committed to a long term presence in the community is essential. He has already had contact with some prospects, including a solar energy company and a weather-measuring instrument distributor. What he does not want to do is increase competition with existing businesses. His goal is to create more diversity with businesses that are committed to the community. The Board commented on the leadership needed for creating food hubs and the need to connect the academic community to the entrepreneurial real world.

GM Report: Glenn informed the Board about a meeting he, Laura Asermily and Steve Koch had with ACORN Energy about being part of a solar project, either having one off-site for just the Co-op or tapping into a multiuser one. They will be invited to the July Board meeting for a discussion about moving forward on this idea before Co-op expansion.

It was agreed to ask Peggy Rush and Barry King to count Board election ballots with Mary.

MNFC has started a program with Foley Distributors. MNFC will receive trash bags made from several different types of plastic that the Co-op collects for recycling.

Glenn reported on the MNFC funding of \$2,000 for the Farmer Correspondence Program that NOFA has started. This will pay for field trips to farms for school children organized by Andrea Scott of Champlain Orchards.

NCGA Leadership Conference: Jay reported on his and Glenn's attendance at the NCGA conference. Representatives from almost all 130 member co-ops were there. Nationally there are 1 billion member-owners of co-ops and millions of employees. The theme of the meeting was "stronger together". The focus was on how to grow co-operatives in the face of increasing competition with large chain stores in the food industry. There is a commitment to growing neighborhood co-ops as well as studying how to share systems to reduce costs and support local food production.

Board Compensation: The discussion was based on the question, should it change and if so, what should it be and is this a strategic effort.

The current compensation has been in place for 20 years without review and Glenn encouraged the Board to update it. He suggested the Board think of this as a thank you for work done, not as pay. There was some sentiment that the current plan is not broken, not in need of change and there are other more important issues to focus on. Remuneration was not seen as the motivation for serving on the Board. There was recognition that Board work has grown in terms of time commitment as well as its complexity and responsibilities and this should be recognized. This seems particularly true in light of the upcoming work on future expansion for the store. How to simplify, clarify and restructure work so there is less time commitment as a way to help recruit and retain Board members is something that should be considered as they look at different options for change. The need for being fair and equitable was noted and how compensation matches to staff and member benefits should be part of the discussion. The idea of both rewarding the extra work along with the option to decline compensation was proposed. After some discussion, consensus was that this is a Board decision and not something in which to involve the membership. It was agreed that the Board Development Committee should review compensation more often.

A straw poll on continuing consideration of a change in compensation at the next meeting was taken with 2 ambivalent votes, one abstention and the remaining votes thumbs up. Directors can put their proposals for changes on base camp.

Annual Meeting: Mary will work with Glenn on the clothesline time-line. As the audit is not completed, there will be no printed annual report. Glenn will provide a financial summary in an oral report. Pens and cards for member-owner input will be provided.

Monitoring: GP7: Postponed until the next meeting due to time constraints.

Executive Officers Election: The slate of:

President: Jay Leshinsky

Vice President: Tam Stewart

Treasurer: Ross Conrad

Secretary: Louise Vojitsek

was moved by Kristin and seconded by Kevin. All voted in favor.

Next Meeting – June 26:

Director compensation

EL 4 monitoring

GP 7 self-evaluation

Work plan and committee assignments and contact information

Adjournment: The meeting was adjourned at 8:48 pm on a motion by Kristin, seconded by Mary. All voted in favor.

Respectfully submitted by Victoria DeWind