

Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 18, 2013
Approved 1/22/14

Board Members Present: Daryl Benoit, Ilaria Brancoli Busdraghi, Ross Conrad, Francisca Drexel, Steve Getz, Kevin Lehman, Jay Leshinsky, Sheila McGrory-Klyza, Tam Stewart, Louise Vojtisek.

Board Members Absent: Mary Gill.

Others present: Victoria DeWind (staff liaison), Glenn Lower (GM), James Maroney (interested person), Reiner Winkler (staff).

Board Monitor: Louise.

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

Member's Business: James Maroney talked to the Board about Whole Foods' decision to increase their organic dairy products while cutting back on conventional with GMO labels. He mentioned recent reports on Lake Champlain pollution and the failure of State clean-up efforts. The EPA has revoked the Total Maximum Daily Load limits for VT as 815 metric tons are going into the lake, 315 tons over the allowable amount. He says most of the pollution is from dairy runoff, 65% of which is coming from VT, and conventional practices have more impact than organic. He feels the Co-op should take the lead on a stronger push for organic over conventional dairy products. He also said that prices for conventional dairy are too low for farmers to earn a living.

Approval of Minutes: On a motion made by Jay, seconded by Ilaria, the minutes of November 20, 2013 were approved as amended with all in favor and Daryl and Kevin abstaining.

GM Report: Glenn asked the Board to discuss his draft member engagement plan that he has put together with engagement consultant Michael Levine. He has decided there is not enough time to carry out this plan for a May vote should the engagement process lead to a by-law change for patronage dividend. He does not want to try to rush the process. There needs to be enough time to provide information and gather feedback on what staff and members-owners feel is needed to create a good plan they will support. He envisions several small, invitation-only meetings, perhaps hosted by Board members, as well as larger public meetings. There are operational needs, which could be shared with the member-owners, that might serve as a starting place for a broader discussion of where trends are taking the Co-op and what do they want the Co-op to be. There was Board consensus that surveys can give as well as get information in the way questions are asked and results should be shared and the process kept transparent. Small meetings would be a good way for people to feel they are being heard as well as providing more than one opportunity for them to engage. Steve reported a conversation with a member of a different co-op that went through a change to patronage dividend without any resistance and done independently of any other issue. A new file for engagement will be started on Basecamp.

It was noted that the Annual Meeting will be May 31st, likely at the Co-op. On a motion by Daryl, seconded by Kevin, the GM report was accepted.

EL4 Monitoring – Financial Condition: All sections are in compliance except for a minor issue in section 4.6. The Co-op did not receive a payment notice for tax payment so it was not paid on time. This was a one-time incident and no corrective measures are needed. Glenn will look into why building repairs were up 500% this quarter in response to a question by Daryl. The report was accepted as on time with reasonable interpretation of sufficient data and in compliance except for a minor issue in section 4.6.

Glenn mentioned the Sevananda Co-op in GA which, while they have no debt, is showing a fiscal decline due to not investing their equity into improving their co-op.

Retreat Planning: Jay proposed his idea of using the retreat as a time to step back to look at how the Board functions and where it would like to be headed in its work. He suggested that it could include a review of how the committee system works and if there is a need for different ones. Reviewing how well the Board is using its time could be considered when planning the work for the coming year. Glenn pointed out that the Board has become much more efficient and has increased the time spent on the discussion of issues. Steve and Daryl expressed interest in more such time. Based on reviewing several retreat reports from other boards, Tam felt this would be a good process for the Board. There was consensus to use the retreat as suggested and Jay will work with Michael Healy to develop a retreat agenda for review at the January meeting.

GP4 – Board Meetings: The review changed “their” to “its” in the heading and eliminated the word “to” before “participate” in Section 1. Section 2 and 4 will be reviewed for revision by the Executive Committee and remaining sections were approved as is.

Election documents: These include a revised recruitment packet as well as an outline of Board responsibilities. They are posted on basecamp for Board review and comments should be sent to Mary.

Next Meeting –January 22:

Retreat Agenda and location decision

GP5

Possible EC report

Executive Session: The Board went into executive session for real estate discussions and GM evaluation at 8:09 on a motion by Ilaria, seconded by Sheila, with all in favor.

Adjournment: The executive session ended at 8:40pm on a motion by Daryl, seconded by Louise with all in favor and the meeting was adjourned at 8:41pm on a motion by Ross, seconded by Kevin. All voted in favor.

Respectfully submitted by Victoria DeWind