

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
February 26, 2014**

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

Board Members Absent: Daryl Benoit, Mary Gill.

Others present: Victoria DeWind (staff liaison), Jason Kaye (member-owner), Glenn Lower (GM).

Board Monitor: Louise.

Call to Order: Jay called the meeting to order at 6:30 pm.

Member's Business: Jason Kaye met with the Board regarding the Addison Natural Gas Project. He explained that for Phase 1, VT Gas was required to use horizontal directional drilling (HDD) on an organic farm in Monkton to avoid soil damage and alteration of water flows that open trench work causes. Northeast Organic Farming Association (NOFA) was not an intervener in Phase I but intends to be in Phase 2. VT Gas has initiated negotiations on a Memo of Understanding (MoU) with NOFA for Phase 2. Those that Jason is working with feel it is too early in the process to sign a MoU and are approaching NOFA members, food producers and businesses in the local food system to ask NOFA to hold off on signing a MoU until the project is more fully evaluated. They ask that the inclusion of HDD for all farm crossings, impacts of a MoU on the bargaining power of individual farmers and possibly refusing to sign any MoU be considered by NOFA before signing. Jason requested that MNFC also reach out to other Co-ops to ask NOFA to delay signing any agreement. The Board will discuss this at their next meeting.

Francisca mentioned the teaching kitchen at Healthy Living and its success, especially for kids.

Approval of Minutes: On a motion made by Ross, seconded by Tam, the minutes of January 22, 2014 were approved as amended with all in favor and Ilaria abstaining.

GM Report: Glenn mentioned the GMO Education workshop on March 27. The first session from 1:00-2:30pm will be for staff and includes a train-the-trainer segment. The second 3:30-5:00pm session will be for the public. Refreshments include Ben & Jerry's ice cream. Ross suggested that the "GMO OMG" movie could be part of GMO education.

Louise asked about the minus sales growth for vitamins and wondered if there are too many choices and people then buy less, as research has found. Glenn thought it is not a trend down and could be based on having special sales last year.

(Kevin arrived – 7:00 pm.)

Member-owner Engagement: Glenn said that 15 meetings hosted by past and present Board members have been set up. Michael Levine was present at a practice session with staff to evaluate the process. The goal is to listen and answer questions and not talk too much. The meetings are purposely designed to be low tech with flipcharts to record ideas so that people see them recorded and feel heard. Ideas will be clustered to be posted on the MNFC web site and

Facebook and then reported back to member-owners at the Annual Meeting. A group of active member-owners may be created for Phase 2.

Retreat Review: The Board spent time reviewing the work done at the annual retreat that included reviewing the committee structures and using strategic conversations in their work. Comments included understanding decisions that should have been made but were not and knowing when it is time to shelve and move on from an issue rather than spending too much time on it.

Committee charters are a concern in that they may not reflect the work that is being done as well as not referencing internal Board communications. The Board is open to re-examining the committees, especially Buying Criteria which is from past operational work and may not be necessary anymore. Glenn recommended that committee charter reviews start with whole Board discussions to give direction to committees on if and how to make changes.

With this in mind, the Board started a discussion about the Executive Committee. Tam suggested starting with asking if the charter supports the committee work. The committee currently provides leadership support and has policy drafting and revision responsibilities in general terms to allow flexibility. Glenn said it supports the President who has the largest work load but some of that can be delegated to others on the committee. Doing this could help develop sustaining leadership as new officers take on executive roles.

It was suggested that GM review is too specific for the charter and should be moved to GP2. Ross raised a concern about the opening paragraph on the charter page and “one voice” expectation. He suggested this be part of an annual review. It was agreed that GP3 include an annual review of charters so it is policy. Ilaria suggested leaving the executive officer development to the Board Development Committee.

The Executive Committee will continue work on its charter and incorporating it into policy. The Board Development Committee charter will be discussed at the March meeting including a Base Camp refresher training at 6:00pm for better internal Board communication. New Board member orientation will include this training.

Annual Meeting: As the event cannot be held on the Green this year, different venues and formats were discussed. The party offers fun in a variety ways and attracts more attendees but it is also expensive and takes a lot of staff time. With a presentation of member-owner engagement Phase 1 input, the focus could be MNFC’s future. There was consensus on inviting local producers to be part of a conversation. It was agreed to try to book Lincoln Peak Vineyard or American Flatbread for May 30 or 31.

Tam suggested that the Annual Report for the meeting be kept to just financials and required information and a separate report be created for Board/member-owner outreach. It could be a timeless piece with information articles on Board issues and engagement summaries.

Board Elections: With the Annual Meeting at the end of May, voting will have to end a few days earlier to allow time for counting votes.

GP6 – Code of Conduct: There was discussion of a numbering change or replacing them with headers. The Executive Committee will work on this. Conflict of Interest forms have been signed but not always on time. It was suggested that these be done at the June meeting and posted on Base Camp. Consensus was that GP6 is being followed.

Next Meeting – March 26:

6:00pm Base Camp Training
NOFA and Natural Gas Pipeline
BDC review
EL 4, 9.1, 11 monitoring
GP2
Annual Meeting
Elections

Adjournment: The meeting was adjourned at 8:45pm on a motion by Ilaria, seconded by Louise with all in favor.

Respectfully submitted by Victoria DeWind