

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
November 19, 2014**

**Board Members Present:** Ilaria Brancoli Busdraghi , Ross Conrad, Francisca Drexel, Mary Gill, Kate Gridley, Jay Leshinsky, Sheila McGrory-Klyza, Tam Stewart, Louise Vojtisek.

**Board Members Absent:** R.J. Adler, Kevin Lehman.

**Others present:** Victoria DeWind (staff liaison), Glenn Lower (GM).

**Board Monitor:** Louise.

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

**Member's Business:** Mary reported a concern from a member-owner about insufficient seating in the café at lunch time and people staying at tables after they have finished eating.

Ross reported the concern from a member-owner about buying criteria and staff being responsible for both promoting and adding to them. Jay pointed out that the policy remains in effect even without a Board committee and changes and additions can be proposed by staff or the Board. If an issue arises it can be researched by the Board.

**Approval of Minutes:** On a motion by Sheila, seconded by Kate, the minutes of October 22, 2014 were approved with all in favor and Mary abstaining.

**GM Report:** Glenn's report included proposed wording for an abbreviated version of the Buying Criteria for posting on the wall in the store. He pointed out that the policy is in place regardless of the wording. The Board supported posting this version.

The Board encouraged Glenn to research Kroger's digital upgrades and include it in any consultant's work.

The glitches in the Long Range Plan mailing have resulted in only a few people attending Phase 3 meetings. They will be held each Wednesday and Saturday in November and into December. It was suggested that meeting notices go on Front Porch Forum, in the newspaper calendar as well as an article and to have more Board presence in the store. Glenn said he is researching the best education process for patronage dividends and how the Board can help with this. Melanie Reid from CDS Consulting has been recommended based on her work with Flatbush Co-op in NY. Glenn suggested a consult with her electronically at the December meeting. Information on the benefits, drawbacks and taxes need to be included.

The Board voted to accept Glenn's report.

**Ends Monitoring Report:** With many demands on Glenn's time, this report includes data and information written by various staff from different departments. The Board appreciated the inclusion of different voices from operations to give them a broader view.

The Board was impressed by the various donations made to the community supporting access to healthy food. The resumption of Sustainable Living Classes with good topics was noted as a positive step. Glenn explained that there is a new manager at Hannaford Career Center who can better coordinate with member needs. MNFC will provide Safe-Serve certified instructors and all food ingredients and the Career Center will do class management.

Louise asked about the report on recycling and waste. Glenn noted this requires a lot of staff time and space management but the Board agreed it is an important commitment by the Co-op. Mary asked if volunteers could take over part of this but Glenn pointed out that, as it is on-going and sporadic, that would not be possible. Glenn explained that, while MNFC did a good job sorting, contamination with non-recyclable material was the reason the plastic recycling company ended the program. Eric will research a new source.

Sheila noted a recent news story about food waste and expiration dates. Glenn explained that all food waste from the Co-op does not go into the landfill. It is used by people or it is composted or fed to animals. Bread goes to the Food Shelf and deli waste is composted.

Ilaria asked about the Neighboring Food Coop Association “Middlebury Manifesto”. Glenn said it was from an early meeting held in Middlebury that outlined plans and strategies for the Association. It is posted on Basecamp for those who want to read it.

Ross asked about the plateau in energy use and if there are ways for the Co-op to further reduce energy consumption. While MNFC is part of the New Haven solar array it does not reduce the electric use; it just means it is sourced differently. Glenn said Steve estimates that the solar water panels on the store save about \$1,000 a year. Any store expansion will include on-site panels. Glenn noted that air conditioning in the summer was kept lower this year to reduce the demand on coolers as well as prevent bread molding. Some energy is lost due to not having an entry air lock with a double set of doors. Store expansion will include that. The Board suggested these energy saving steps be advertised in the store to inform customers, show where the saved money is used and publicize MNFC’s efforts for conservation.

Tam asked if the Food for Change movie could be shown again. The movie cannot be shown with an admission charge. Ross suggested it could be shown at the 2<sup>nd</sup> Annual Sustainable Living Expo in April in spite of its 2 hour length.

Tam noted that the monitoring report does not clearly differentiate between what efforts are new and what are already in place to meet Ends. The graphs show progress but it is harder to discern in the text if the Co-op is sustaining old practices or adding new ones. He noted the addition to the report of the member worker program was helpful. Glenn said that generally co-ops are ending their programs due to workman’s compensation, unions and conflicts with paid staff, but it is still supported by co-ops in Vermont.

The Board agreed that the report was on time with reasonable interpretation of sufficient data and in compliance. They discussed further if compliance on the Ends report needs to reflect the progress reported and if it was sufficient. The Board agreed they should give consideration to how to measure progress and differentiate between quantitative and qualitative progress.

**Empatico:** Ross reported on his references check. Older references included Champlain Chocolates which had a good experience working with Empatico but Ross was unable to get responses from others. It was agreed that more recent references would be good to have as the company has changed. The Executive Committee discussed whether the digital upgrade is an operational project or if this is a way for the Board to gain knowledge in the industry. Glenn said he feels huge demands on his time now and supports Board overseeing this.

Kate asked if there are other consultants that should be contacted for comparison. Tam said Empatico was chosen for their planning approach instead of buying a packaged plan. The Board wants to know who the staff point person would be and felt that it would be helpful if the designer was involved with the implementation of the plan. It was agreed that Empatico’s price of \$15,000 was reasonable but they were concerned about its impact on the budget and will his

approach save money over another designer. Kate agreed to research other consultants and Ross will contact Empatico for more recent references. A final Board decision will be by email before the next meeting but it was agreed to approve a contract with Empatico if no other consultants are found and recent references are good.

**CDS Contract:** Ross reported on his reading of the contract. He said it includes 8 hours for retreat facilitation, almost 1/4<sup>th</sup> of the contract. He asked if those hours are not going to be used, can MNFC get a reduced contract rate. He wondered if a new contract could be negotiated or could the hours be used differently. Jay agreed to research this issue for the December meeting.

**Retreat:** February 28 – Ilaria has arranged for the Board to use Brainard Commons for the day. Tam reviewed possible topics - patronage dividend, digital strategies, and long term growth measurements. Jay suggested also considering the future of the cooperative food business as sales growth declines and competition grows. Kate also agreed to facilitate team building activities to have fun and get to know each other better.

**Next Meeting – December 17 – 6:00 pm for pot luck:**

- Retreat
- Empatico - if necessary
- Melanie Reid – patronage dividend
- EL4 – Financial Condition
- CDS contract
- Executive Session – GM Evaluation

**Executive Session:** On a motion by Tam, seconded by Kate, the Board went into Executive Session for a personnel issue at 8:37pm. On a motion by Ilaria, seconded by Kate, the Board came out of Executive Session at 8:50pm.

**Adjournment:** The meeting was adjourned at 8:51 pm on a motion by Kate, seconded by Louise, with all in favor.

Respectfully submitted by Victoria DeWind