

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
January 28, 2015**

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

**Board Members Absent:** Ilaria Brancoli Busdraghi, 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:** None

**Approval of Minutes:** On a motion by Ross, seconded by Tam, the minutes of December 17, 2014 were approved as amended with all in favor.

**GM Report:** The Board discussed the American Flatbread venue for the Annual Meeting. It will cost about \$2,000 which is less than the cost of the events held on the Green. If there is high attendance, and there are regular restaurant patrons as well, the Board discussed if there is enough room if MNFC does not have the whole space. Other patrons would be welcome to join the meeting and a membership table may be considered. Live or recorded music was mentioned.

Glenn announced that the MNFC Earth Day celebration has been moved from its usual April date to May 2, Green-Up Day, in hopes of having warmer, drier weather. As this is the start of the Board elections and by-law voting, Glenn asked Board members to consider being there to help with "get out the vote". Mary said there is also a bike swap that day at Mary Hogan.

The Board discussed the closure of Mountain Greens in Bristol. Sheila said people have been asking her if MNFC would expand to Bristol. Glenn surmised that the location behind Shaw's, competition with Shaw's, products offerings and marketing all contributed to the closure. Glenn is concerned about helping Bristol with a startup when Ticonderoga and Brandon have already approached MNFC for assistance. He noted that a satellite store would slow down the increasing demands on current store space but would not take them away. Glenn had felt adding this to his Long Range Planning would be a challenging time demand but agreed with the consensus that if there is a good opportunity for MNFC it should not be missed. There is also a new business park opening on the edge of the village. Glenn will consult with Carol Wells of the Downtown Business Partnership, Bill Gessner and Kevin Harper about various options.

The Board discussed Glenn's draft article for the March MNFC newsletter about patronage dividends. Sheila and Tam helped to edit the article as well Michael Levine of Flywheel Communications. Keeping much of Glenn's draft, Sheila will continue to work with Glenn on the final draft using the input from Michael to assure a positive tone. RJ suggested making the sample calculations at the end of the article into a diagram instead of words. A video about the changes was suggested for the website.

**Board Elections:** Mary said she has the final revision of the election packet for candidates. There are four seats opening. Jay has not decided if he will run again but if he does, he wants to step down as President. Louise will run again. Mary and Francisca will not be running.

**Election of Board Officers:** Tam presented a new nomination process used by some other co-ops that Michael Healy recommends. Nominations would be sent to an independent third party (Michael offers to play that role) to be organized into a slate. Voting then would be by written ballots back to the third party. There was discussion, without a decision, about when officer elections should take place – before or after the Board elections. Michael has suggested that an Executive Committee is not necessary for the Board to have; many boards do not. The Board supported the change to the nomination process. They will discuss at the next meeting if a policy is needed for the new procedure, when to hold officers election and the necessity of having an Executive Committee.

**Basecamp:** It was agreed that the Board needs an update on navigating the new Basecamp. Doing it as part of the retreat agenda was suggested.

**GP5 – Policy Creation and Revision:** The Executive Committee has been going through GP's to see if there are needed revisions. The Board gave thumbs up on all sections of GP5. It will be posted on Basecamp and the website.

**Retreat:** February 28 - Michael Healy has told Tam he has all the information he needs for the retreat. Tam asked what the Board wants to come away with from discussing patronage dividends as part of the Co-op as a store moving to the Co-op as community. Glenn hopes the discussion will help better define community for the Long Range Plan.

Mary suggested that new industry trends for organic food in large chain retailers be part of the discussion. MNFC should not fall behind these larger competing entities. Knowing where co-ops can lead in this economy is important. RJ said the MNFC mission statement should be kept in the fore to motivate member-owners to support co-ops meeting their needs. Glenn said there is a general policy that, as market share decreases, more co-ops need to be opened to keep their influence strong in the food economy.

**Digital Upgrades:** The first phase of Empatico's research has been completed. The Executive Committee and some staff will meet with Rich on February 3<sup>rd</sup> and a report will be posted on Basecamp. Customers interviewed were selected to cover several different demographics.

**Next Meeting – February 25:**

- Officer Elections – when? policy?
- Necessity of Executive Committee
- Measuring local and organics
- GP6
- GM report – Bristol and patronage dividend updates

It was agreed that newsletter articles will be posted for comment on Basecamp before being sent to Reiner.

**Executive Session:** On a motion by Ross, seconded by Kate, the Board went into Executive Session for GM compensation at 8:10pm. On a motion by Francisca, seconded by Kate, the Board came out of Executive Session at 8:35pm.

**Adjournment:** The meeting was adjourned at 8:36pm on a motion by Tam, seconded by RJ, with all in favor.

Respectfully submitted by Victoria DeWind