

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
February 22, 2017**

**Board Members Present:** R.J. Adler, Nadine Barnicle, Ilaria Brancoli Busdraghi, Lynn Dunton, Kate Gridley, Ann LaFiandra (6:55), Jay Leshinsky, Tam Stewart, Louise Vojtisek, Amanda Warren.

**Board Members Absent:** Ross Conrad.

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

**Board Monitor:** Louise

**Call to Order:** The meeting was called to order at 6:32 pm.

**Member-owner Business:** None.

**Approval of Minutes:** On a motion by R.J., seconded by Kate, the minutes of January 25, 2017 were approved with all in favor and Lynn abstaining

**GP 9- Staff Participation on the Board:** It was agreed to remove the parentheses in the last sentence. The Board discussed the possibility that more than two staff might run and win the election. Seating just the two highest vote getters is a possibility. Louise and Jay will research other co-op policies and the discussion will continue on Basecamp.

**Communications Update:** Nadine reported on the meeting she and Kate had with Karin Mott. They found Board information and articles somewhat scattered around the website and agreed to take time over the coming months to organize and streamline the Board material. Nadine will post sections for Directors to review and comment on. Currently Tam receives all Board emails at [board@middleburycoop.com](mailto:board@middleburycoop.com).

The Board discussed speaking with “one voice”. Michael Healy has pointed out the need for the Board to be consistent in communication with member-owners and the community as well as understand who speaks for the Board. Allowing room for different perspectives and values and how to recognize dissenting opinions is important but consistency is essential.

(Ann arrived)

It was agreed that Board decisions must be supported by all directors.

**Elections:** Kate reviewed the status of elections in light of the new newsletter schedule. Getting election information and application packets out to member-owners will be more challenging. The call for candidates is in the March newsletter but the due date for applications this year has to be March 14. The Board discussed ways in which to get the information out to member-owners sooner. It was agreed that a store display, the e-newsletter, links on the website and a possible email blast to all addresses on file will start immediately.

**Board Retreat:** A draft agenda was in the Board packet including homework to think of trends that will impact the ability of the Co-op to thrive. Michael suggested the Board read the NCG trends report as well as regularly receiving the Cooperative Grocers newsletters. Ilaria reminded the Board of the discussion at the last meeting of the importance of being nimble and proactive.

Tam suggested that the retreat was about Board readiness for planning work in a time of change rather than planning specific projects and solutions.

**EL 12 – Information Technology and Digital Communication:** The consensus was to agree with Tam’s suggestion that monitoring it two times a year instead of quarterly is adequate. It was agreed to change GM to General Manager, remove the sentence in parentheses and change the monitoring sentence to “The Board shall monitor this policy twice a year”.

Amanda asked if there is a procedure in place to protect and save data on the website and the need to plan ahead. Back up is in place and Glenn will look into steps in place to take if it is hacked. The Board thanked Karin for all the work on communications and the update in the GM report.

The Board agreed that the report was on time with reasonable interpretation of sufficient data and was in compliance.

**GM Report:** Glenn discussed the proposed line of credit with VT Federal Credit Union. The need to use a line of credit comes most often with expansion projects.

The Board voted all in favor of a motion by Ilaria, seconded by R.J., to authorize:

MNFC to switch our \$300,000 line of credit from People's United Bank to VT Fed Credit Union  
Interest rate is floating at WSJ Prime with a floor of 3.5%

Annual Fee \$250

Collateral is second mortgage (behind VFCU first mortgage on 9 Washington Street and first position lien on all business assets.

Purpose is temporary working capital.

The GM and board treasurer are authorized to execute documents on MNFC’s behalf.

The Board discussed staff support during expansion with the goal to make them feel appreciated and have the opportunity for face to face interaction. Possible store closures this summer may present the opportunity for a party at the lake or dinner at Flatbread. Treats in the staff room or MNFC gift cards were suggested. It was agreed to add funds for this to the Board budget for next fiscal year.

**Expansion Plan:** Glenn reported that the Guaranteed Maximum Price is close to being final. It looks like it will be \$2.4M, higher than previous estimates but is still within budget. Naylor and Breen and Jeff Glassberg are making final adjustments. Asbestos removal starts next week and was budgeted for. Title work is being completed for the closing which will include the old store in the mortgage. Garage demolition will be done with a crane due to the close proximity of the Inn’s motel section. This will necessitate temporary closure of the back entrance which impacts truck deliveries. Soil tests from under that garage show minimal contamination and no surprises. The second gas tank will be removed at the time of the installation of the new sewer line in April.

Glenn has an agreement with Regional Planning for 15 parking spaces at \$40/space/month. He is negotiating with NCG for a 5-7 AM delivery schedule combining United and Alberts for 3 days a week and adding Saturday deliveries. Receiving space in produce will be a challenge.

**Between-Meeting Decisions:** The Board discussed how to make time-sensitive decisions on short notice that are time sensitive. CDS does not recommend it but the Board agreed that that policy is based in a time when there was only email to communicate outside of meetings. Consensus was that Basecamp would qualify if all Directors participated. It was noted that the

By-Laws require all directors to vote. Tam will post language to consider for revising them to require a quorum only instead, as at regular meetings.

**Next Meeting:** March 22, 2017  
2017-18 Annual work plan  
EL 4, 9.1, 11  
GP 5 – Board budget

**Adjournment:** At 8:31 the meeting was adjourned with all voting in favor of a motion by R.J., seconded by Ann.

Respectfully submitted by Victoria DeWind