

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
June 28, 2017**

Board Members Present: Molly Anderson, Nadine Barnicle, Ilaria Brancoli Busdraghi, Lynn Dunton, Kate Gridley, Jay Leshinsky, Tam Stewart, Louise Vojtisek, Amanda Warren.

Board Members Absent: R.J. Adler, Ann LaFiandra.

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

Board Monitor: Louise

Call to Order: The meeting was called to order at 6:33 pm.

Member-owner Business: While it is an operational decision, Nadine asked that Juice Amore be given a weekly time to do an in-store demo. Kate reported an interaction at the register with a customer who did not know about the fees with using charge cards. Kate felt this indicated a need for more education for customers on this issue. Another newsletter article and signs in the store were suggested. Victoria reported a question from some member-owners about the possibility of MNFC not carrying Ben & Jerry's ice cream as they have not followed through on their promise two years ago to sign the Milk With Dignity pledge. Glenn said he had heard from Anna Benson about the need to reduce excessive plastic packaging, particularly baby food squeeze bottles that cannot be recycled.

Approval of Minutes: On a motion by Ilaria, seconded by Jay, the minutes of May 24, 2017 were approved with all in favor and Molly abstaining.

Board Officer Elections: Kate explained the process in which Peggy Rush will email Board Directors for nominations of either themselves or others. Peggy will then create a slate to be emailed to Directors which will be voted on at the July meeting. It was agreed that those who will not be at the July meeting can vote by email to Peggy. Kate and Tam will work on putting the election process into a policy in September.

Staff Appreciation: Louise, Tam, Ilaria and Lynn were able to help with this appreciated and successful event providing snack food for staff. The response from staff to what might be missing was "more chocolate". It was agreed to plan and publicize dates ahead of time.

Publications: Tam reported on a CDS article encouraging Co-op boards and marketing departments to collaborate in communications for best effects. He feels the Board is already engaged with the marketing department on the new MNFC website and newsletters and have achieved more depth and identity in communications with member-owners. As the newsletter article schedule was discussed it was agreed that Director bios should be included with articles.

GM Report: Glenn started with a report on expansion. He said it has been super challenging. The latest event was an expensive scheduling with Green Mountain Power to turn off the power at a time when the store was closed – 4-9am. Fortunately the work was done in time to open the store at its regular 8am opening hour; many customers came then not realizing it had been

planned for 9am and Glenn was relieved they did not have to be disappointed. The expanded produce cooler is now in use.

Sales for June were 1.5% over last year. Project pro forma budget included lost profit margin. The project is ahead of schedule and within budget. The west addition is being sheet rocked and will be painted next week. The new floor will be polished concrete while the old floor will get a colored epoxy coating. This along with aisle resets will likely require a two day store closure. Kate was concerned about adequate drying time in high humidity but Glenn said air conditioning should take care of that. Deli will be able to avoid a loss of hot water for several days with the repair and temporary installation of an old tank. The new fence by the Inn motel units is installed but there is question if it is in the right place and may need to be moved.

Tam commented how the expansion complications reflect the challenges of expanding on site and show MNFC's commitment to the downtown. It would be a lot easier and cheaper to build in an open lot.

Glenn reported that Town Planner Jennifer Murray had approached him about applying for a community improvement grant that refunds up to \$50,000 of taxes paid on construction materials. Ashar Nelson is working with her to submit the application for benches under the trees on the south side of Washington St, an improved cross walk and a covered space including a bike station in front of the Co-op. Nadine suggested incorporating sculpture into the plan. Molly suggested creating a living wall of plants to mitigate street sounds.

Glenn reported that Monadnock Co-op had repaid their \$10,000 loan to MNFC which he will then pass on the Brattleboro Co-op for a total loan of \$20,000 to them.

Glenn asked the Board for input about the Annual Meeting and if there is a need for changes next year. It was noted that the food did not get served fast enough to keep up with the demand. The new sound system was a success. It was decided that a portable screen in the corner by the oven would be a better solution than the overhead sheet for slides. Lynn asked if early store closing was possible to allow more staff to attend. While a good gesture to staff, Glenn felt that customers expect regular hours and closing could be a negative for them.

Nadine noted disappointment that there is no staff on the Board. CDS discourages this practice and it will be part of the election process discussion later this year and be communicated to staff.

EL 4 – Financial Condition: The audit of last fiscal year numbers is almost complete and is final enough for patronage dividend checks to be issued. Over \$200,000 will be returned to member-owners. It is possible next year there will be no profits to share. The budget anticipates profitability the year after. 76% of sales are to member-owners.

There was a question about the budget footnote for the line of credit. The change to Vermont Federal Credit Union from People's United involved closing costs.

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

GP 6 – Code of Conduct: Board members filled out their conflict of interest forms. The Board agreed to change Board "members" to "directors" in the policy wording. Consensus was the Board is following the GP.

Next Meeting: July 26.

Officer election

GP 1 – Overview

Expansion Update

August mini retreat

Glenn said he would welcome feedback from the Board on the industry reading material that he sends out and asked if it was too much. The Board said they appreciate it and they were glad to have the NCG Advocacy Report. They agreed that Friday posting of the meeting packet provided sufficient lead time to prepare for meetings.

Adjournment: At 8:29 the meeting was adjourned with all voting in favor of a motion by Kate, seconded by Nadine.

Respectfully submitted by Victoria DeWind