

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

**Board Members Present:** Ilaria Brancoli Busdraghi, Ross Conrad, Lynn Dunton, Kate Gridley, Ann LaFiandra, Tam Stewart, Louise Vojtisek, Amanda Warren.

**Board Members Absent:** R.J. Adler, Nadine Barnicle, Jay Leshinsky.

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

**Board Monitor:** Louise

**Call to Order:** The meeting was called to order at 6:34 pm.

**Member-owner Business:** Louise said that she has heard from a member-owner that they would like to contribute to having a nice venue for the winter staff party.

Ross asked if the Board should have more reporting back from Glenn on how staff has responded to member-owner concerns that initially come to the Board. There was discussion on if these are mostly operational, day-to-day issues and the Board does not need to know and if it should stay with policy governance rules. Victoria suggested if the Board wants that information for any one issue to just ask Glenn to report back.

Kate reported comments from people excited to see expansion started as the store is so crowded now.

**Approval of Minutes:** On a motion by Ilaria, seconded by Lynn, the minutes of February 22, 2017 were approved as amended with all in favor and Ross abstaining

**GP 9- Staff Participation on the Board:** Ross suggested there should be language added at a future time for the possibility of three staff running and winning in an election. On a motion by Louise, seconded by Ann, the Board voted all in favor and Ross abstaining, to accept GP 9 as revised.

**EL 12 – Information Technology and Digital Communications:** Ross noted the EL calls for communication to “various constituencies”, and asked about specifying internal and external communication so all constituencies are covered in monitoring. There was discussion if internal communication is strictly operational and if reported on Glenn would have to show success which may be difficult. Glenn said he thought the intention of the EL as to insure MNFC technology is kept updated. Kate moved, seconded by Ilaria, to approve the change of the monitoring schedule to bi-annually in February and August. All voted in favor.

**GP 5 – Board Compensation:** This GP includes the Board’s annual budget. There was discussion including changing the compensation amount to reflect a change from one to two committee chairs and 5 directors from 6. Admin support should include 13 not 12 sets of minutes. Kate asked about time required for minutes and if \$40 should be reviewed. Victoria will monitor for a few months. Glenn will be reviewing final numbers. Ross asked if the Board treasurer should do the annual Board budget instead of staff. Glenn responded that staff is there to take on any extra Board work. All voted in favor of a motion by Ross, seconded by Ilaria, to approve GP 5 as amended pending final numbers from Glenn.

**Elections:** Seven candidates have submitted their bios including four incumbents. There was discussion on whether vote tallies should be shared with candidates, previously withheld to avoid hurt feelings in a small community. One advantage in sharing is the vote count reflects where your ideas stand with voters, allows for a recount request and indicates if running again is worth it if one should lose. It was agreed that to codify this practice it can be added to the election process manual. Karin and Gina are designing the election mailing. Amanda offered to replace Kate in vote counting with Peggy Rush and Victoria.

**GM Report:** Glenn noted the low sales increase of .1% due to the extra leap day in 2016. If that is removed sales growth would have been 3%.

Expansion – Every day has new challenges. A huge snow storm required snow removal. Truck deliveries have access through Regional Planning but not customers. A third gas tank was discovered after removing the second one. This required a State inspection but contingency money is covering the extra costs. Because the soil is clay and unstable, Jeff convinced the State to back off from their plan to cap and leave the dirt in the holes left so solid fill can be used. MNFC will pay the extra cost. North and West foundations have been started. The East side changes will start next week. The Board offered assistance in Glenn and Greg's absence.

A smooth closing with the Credit Union was completed. The Maximum Price came in at \$2,430,000. This is more than the first estimate. Underground costs and new equipment are still not final. Glenn noted that next year's budget will be a best guess as the phased opening of new space will complicate estimates.

**EL 4 – Financial Condition:** In response to a question. Glenn said the low growth number in 2015 was due to the Trader Joe's opening. It was agreed that the report was on time with reasonable interpretation of sufficient data and in compliance.

**EL 9 – Buying Criteria:** A corrected local and organic graph was handed out. Ross brought up concerns about the watering down of organic standards by the inclusion of hydroponically grown produce. He suggested future consideration of using regenerative agriculture in the buying criteria. The Board may put on a talk about this subject.

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

**Retreat Follow-up:** Tam passed out a draft work plan for the 2017-18 year. As the Board formulates how to take on issues from the retreat and, if this would be outside of regular meetings, Tam suggested directors might take the lead on some projects. Glenn suggested that likely scenarios could be included in meeting agendas 1-2 times/year. Glenn was asked to flesh out one for the May 24<sup>th</sup> meeting. Another could be done at the August mini-retreat.

**Next Meeting:** May 3, 2017

Annual Business Plan

EL 3 – Business Planning and Financial Budgeting

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

Respectfully submitted by Victoria DeWind