

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
February 24, 2016**

Board Members Present: R.J. Adler, Nadine Barnicle, Ilaria Brancoli Busdraghi, Ross Conrad, Lynn Dunton, Kate Gridley, Kevin Lehman, Jay Leshinsky, Tam Stewart, Louise Vojtisek.

Board Members Absent: Sheila McGrory-Klyza

Others present: John Barstow (retreat facilitator), Victoria DeWind (staff liaison), Glenn Lower (GM), Reiner Winkler (staff),

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:33 pm with a review of the agenda. Tam said that Glenn had requested an Executive Session for a real estate issue be added. Policy revision process was removed from the agenda to make time.

Member Business: None

Approval of Minutes: On a motion by R.J., seconded by Ross, the minutes of January 27, 2016 were approved as amended with all in favor and Jay abstaining. Ross asked if there was follow-up information on the FDIC insurance question from the last meeting. Lynn and Glenn reported that they met with Steve and at banks the insurance is \$250,000 per account holder but at the investment firm MNFC uses it is \$250,000 per CD held in one account.

Retreat 2016: John Barstow, retreat facilitator, introduced himself to the Board. Kate noted her conflict of interest being John's wife so she has stepped aside and Tam and R.J have done all the retreat planning with John. John described his work with the Orton Foundation which included a lot of facilitating of planning work in small towns. John talked about the importance of making people comfortable in the group and leaving assumptions about people aside. The details of the agenda are not set yet but generally it will be a day of generative thinking on the important issues in the future of MNFC and then coming away with next steps for the Board. It will be a "where are we going" conversation. John's approach is to have serious conversation but not too serious and keep the energy for discussion by having fun in the process. He will keep the Board on task but leave room for the unexpected to happen. The agenda will be posted on Basecamp.

In response to a question, Glenn said that the phrase Triple Bottom Line refers to more than money and stands for "People, Planet, Profit".
(John left the meeting).

GM Report: Glenn announced the MNFC \$10,000 loan made to the Brattleboro Co-op. The Sacramento Food Co-op did not roll over their \$50,000 loan to Brattleboro so they are in need of continued assistance as they work on improving their situation. While some events were out of Brattleboro's control, the Board expressed concern for their costs and projections.

The Board asked what can be learned from the Brattleboro experience. Glenn responded that MNFC comes into expansion with a stronger balance sheet and lower staff costs, will not try to become too big or try to "do it all" and be conservative in its projections and taking risks. The Board discussed the importance of convenience and planning parking carefully. Ross asked that

the building be planned so that it is ready for adding any elements that are not included in this phase. Kate noted the importance of differentiating the Co-op from other stores focusing on shopping experience and personal attention (for example, provided by an in-store butcher). The Deli provides that kind of personal service now. Lynn described her recent visits to the Hanover Co-op two stores and how different they are. In spite of being greeted by friendly staff, one store felt run down and the other had inadequate parking and an uncomfortable floor plan. Glenn said that early architect drawings for MNFC plans will be put on display in the store soon for customer feedback.

Glenn mentioned his interest in going to the Consumer Cooperative Management Assoc. conference in June with several Board directors and staff. Tam also mentioned Michael Healy's wish to have MNFC's strong leadership present at the Cooperative Café on March 12th in Keene NH. (Reiner left the meeting at 7:32).

Rebranding: Glenn gave background to the rebranding report he shared with the Board. Brandthropology asked to do the study along with the web site redesign. Tam suggested a Board discussion of this issue could help establish identity, character and mission for the Co-op. Kate felt it would be a good, timely discussion as part of expansion. Lynn said, given the negative results of rebranding attempts by Middlebury College, she has concerns about the idea and, with big expansion changes, perhaps rebranding should wait until things settle. Tam proposed that this be discussed at the retreat with a follow up at the next Board meeting. He suggested this could be a good project for the Communications Committee.

EL-12: Without further discussion the Board agreed that the report was on time with reasonable interpretation of sufficient data and was in compliance.

GP 9- Staff Participation on the Board: The policy was amended by removing the words "on the executive committee or serve" from the second paragraph. Capitalizing Board through the document was agreed to. On a motion by Ilaria, seconded by Nadine, the Board voted all in favor to approve the amendments to GP 9. The Board consensus was that they are in compliance with the GP.

Even though removed from the agenda, Tam took a moment to say he felt that the GP revisions should wait for another time. Even though they are increasingly less compatible with the GP's of other co-ops, they are serving MNFC well enough to keep for now.

Board Elections: Glenn made a suggestion for a candidate and reported that Ross has recruited someone. He encouraged others to do so as well and possibly approach past Board members for suggestions. Kate has the final candidate packet to post on line and in the store.

Board Officer Election: Tam felt that the secret ballot process with Michael Healy receiving the nominations and votes was inconvenient and time consuming. The Board discussed how to do it more "in house". Lynn suggested that officer terms be longer than one year to provide continuity and time for new directors to understand Board work. It was agreed that names would be submitted in writing to an independent person, possibly the Board recorder, two weeks before the July meeting. Voting would be at the July meeting. Uncontested seats will be by consensus, contested seats will be voted by written ballot.

Next Meeting: March 23

Retreat follow-up including rebranding
EL 14, 9.1 and 11 monitoring
Election update – candidates
Executive Session – real estate

Executive Session: At 8:17, on a motion by Ilaria, seconded by Louise, the Board voted all in favor to go into Executive Session for a real estate issue. At 8:40, on a motion by R.J., seconded by Jay, the Board voted all in favor to come out of Executive Session.

Adjournment: On a motion by Louise, seconded by R.J., the meeting was adjourned at 8:42 pm with all in favor.

Respectfully Submitted by Victoria DeWind