

**Middlebury Natural Foods Cooperative**  
9 Washington Street, Middlebury, Vermont, 802-388-7276



**Glenn Lower,**  
General Manager



## Working for Our Co-op's Future



from Glenn Lower  
and Jay Leshinsky

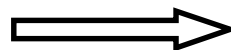


**Jay Leshinsky,**  
Board President

**Dear Members-Owners and  
Friends of the Co-op Community,**

We seek your support for an important change to our Co-op bylaws that we believe will be critical to our continued success and long-term sustainability.

**Background:** We designated 2014 as our year of member-owner engagement featuring our Co-op Conversations. Out of these conversations, we created our Long Range Plan, which we mailed to you in October. If you didn't see it, you can get a copy in the store, on the Co-op website, or on our blog at [co-opconversations.blogspot.com/](http://co-opconversations.blogspot.com/). In summary, Phase 1 of the Co-op Conversations involved 16 meetings with members in the spring. Phase 2 focused on writing the Long Range



## **The Middlebury Co-op Newsletter**

A Monthly Publication of the  
Middlebury Natural Foods Cooperative  
1 Washington Street, Middlebury, Vermont 05753

Editor - Reiner Winkler

Printed at *The Little Pressroom*, Middlebury, Vermont.

*The purpose of the MNFC Newsletter is to provide a means of communication between the Co-op and its membership. Its aim is to provide a forum, which promotes an awareness of social, health-related, political, economic, technological, and environmental issues as they relate to food and other products sold by the Co-op. In addition, the Newsletter provides a medium to introduce the Co-op and its products and services to the general public. The format is intended for educational debate and discussion. Your letters of opinion and article submissions are welcome and encouraged. The views expressed in the MNFC Newsletter do not necessarily reflect the policies or beliefs of the Middlebury Natural Foods Cooperative as a whole.*



**Call 802-388-7276, or e-mail us at [mnfc@together.net](mailto:mnfc@together.net)  
Visit our website at [Middleburycoop.com](http://Middleburycoop.com)  
Or Like us on Facebook**

Plan during the summer based on feedback we received. And Phase 3 during the fall involved sharing the Plan with members for more feedback. Members very much appreciated the process, and we received excellent feedback about the Co-op. The Board and Management are now enthusiastic and unanimous about moving forward with implementing the Plan's three main goals. We continue to welcome your feedback at any time.

### **Goal #1:**

The Co-op will provide the best quality products and services, and contribute effectively to a vibrant local economy.

### **Goal #2:**

The Co-op will improve access to healthy foods for an increasing number of people.

**Goal #3:**

The Co-op will be fiscally and environmentally sustainable.

Overall, the goal is to grow the Co-op in a way that is consistent with our ENDS statement.

**The First Step in Implementation**

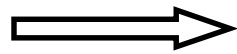
In the Long Range Plan, one of the key strategies to assist us in meeting the goals and the ENDS is to change from a daily 2% discount for members to

a Patronage Dividend System. A patronage dividend system is a more common way for co-ops to share profits with their member patrons.

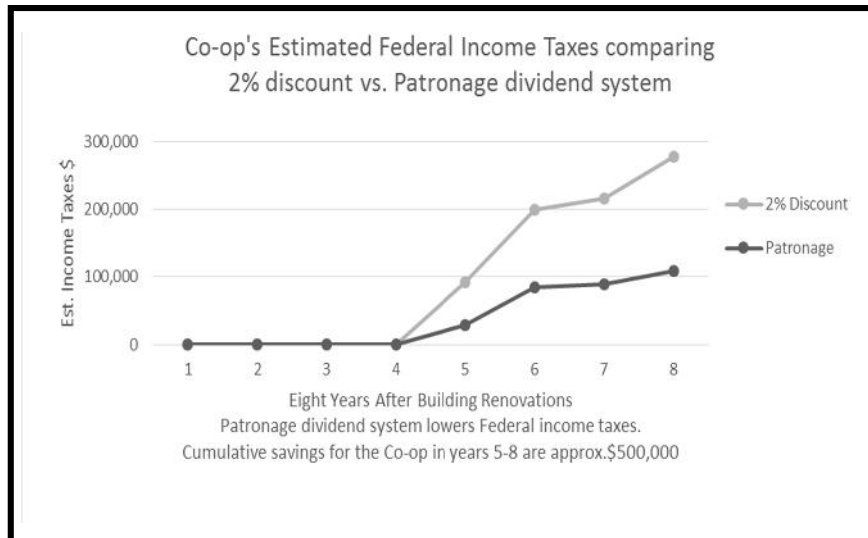
During our Co-op Conversations last spring when we had direct discussions with members about the future of our Co-op, we learned about many areas that need to be addressed in the next three to five years so the Co-op can continue to provide services and leadership to our community. We categorized these priority areas under the three main goals in our Plan and they involve expanding in the following ways: supporting more educational programs, being a stronger community player in the local food system, providing deeper and more frequent special sales to members, offering appropriate compensation packages to staff, and making the store a great community hub by improving seating, aisle space, green space, classroom space, bathroom space, backroom space, etc. We need to be able to meet these challenges and also seek to expand the Co-op’s reach without placing the Co-op in a financially precarious position.

A patronage dividend system offers the Co-op many long-term advantages that will enable us to better achieve these goals (see *Frequently Asked Questions*, starting on page 5). One goal, unique to cooperatives, is tax savings. That’s because co-ops are exempt from paying taxes on any profits we declare as a member patronage dividend. The graph shows the potential taxes the Co-op could save if using a

\*\*\*\*\*  
 \* **Middlebury Co-op Ends Statement** \*  
 \* *MNFC Member owners, customers* \*  
 \* *and the community benefit from:* \*  
 \* *Healthy Food* \*  
 \* *Vibrant Local Economy* \*  
 \* *Environmental Sustainability* \*  
 \* *Cooperative Democratic Ownership* \*  
 \* *Learning About These Values* \*  
 \*\*\*\*\*



patronage dividend system vs. the daily 2% discounts—as much as \$500,000 saved over eight years! We are not currently taking advantage of this unique tax accommodation. Doing so could help us accomplish our mission to provide even better services in response to what our members have been asking for.



One common thread expressed during the Co-op Conversations was that everyone wanted the Co-op to be a strong organization that will continue to meet the changing needs of the community into the future. We need to be good stewards of this precious community resource and care for it using all the tools at our disposal to enable the Co-op to achieve our goals and face future challenges.



Our Co-op has changed in many ways over the decades. After looking at this option over the past few months, we feel the time is right to take this next step. However, the decision will be yours to make during a vote on this bylaw proposal in May.

Between now and then we encourage you to learn more, express your thoughts, or ask questions as needed via one of these pathways:

- ◆ Come to open member meetings scheduled in March and April (see page 8)
- ◆ Drop comments off at the display in the produce area of the store;
- ◆ Post comments at [co-opconversations.blogspot.com](http://co-opconversations.blogspot.com);
- ◆ Contact Glenn Lower at [gm@middleburycoop.com](mailto:gm@middleburycoop.com)
- ◆ Contact Jay Leshinsky at [board@middleburycoop.com](mailto:board@middleburycoop.com).

Our example on page 9 shows that patronage dividends typically return less cash to members than member-owners would receive with a year-round 2% discount. However, we hope you will see the long-term benefits a patronage dividend system will bring the Co-op — keeping it stronger and better prepared well into the future.

Thank you for being a Co-op member-owner.

Sincerely,



*Glenn Lower, General Manager, Jay Leshinsky, Board President*



## Frequently Asked Questions

### **What are patronage dividends?**

A patronage dividend is the cooperative way of sharing the profits with member-owners. This system is based on the Co-op's annual profit, and members receive their distribution once a year.

### **How does it work?**

Member-owners receive a share of the profits in proportion to how much they purchased during the fiscal year. The more you shop, the more you are eligible to earn. See the sample calculation at the end of this section.



A portion of the profit is returned to you as a patronage dividend check. The remainder is retained by the Co-op in your name and can be used to finance projected capital needs at lower cost. At the end of each fiscal year, the Board decides how much is retained and how much is returned. Law requires that at least 20% of patronage be returned to members in cash or cash equivalent. Member-owners must be current in their \$20 annual equity investment to be eligible for patronage dividends.

**How much will the patronage dividend be?**

This will vary from year to year based on both the Co-op's profits and the projected capital needs of the Co-op. Some years it would be similar to the 2% discount. Some years it would be less. For example, in the first year following a building renovation or expansion, typically there is no profit, so there would be no patronage dividends. This actually helps the Co-op return to profitability much faster, and thus keeps the Co-op stronger and more secure during challenging times.

**Do I pay taxes on this check?**

No. The IRS has special stipulations for cooperatives. You do *not* pay taxes on patronage dividends.

**Will I still get my discount when I shop?**

The everyday 2% discount will be replaced by the patronage dividends. Senior discounts, Food-For-All discounts, and Working Member discounts will remain and continue to be applied at checkout.

**Do other co-ops do this?**

Yes, the majority of food co-ops in the U.S. have implemented a patronage dividend system, including our peer co-ops in Burlington, Montpelier, and Brattleboro.

**What are advantages of patronage dividends?**

Patronage dividends allow member-owners, through their elected Board, to decide what happens to the Co-op profits each year. The system also encourages a greater sense of community ownership.

This system offers business benefits as well:

1. A patronage dividend system waits until the end of the year to share profits with member-owners, while a discount distributes profits before we know we've earned them.
2. Unique to cooperative businesses, any patronage dividend (retained

or returned) is not taxed. This could save the Co-op over \$500,000 in taxes over eight years.

3. Patronage dividends provide flexibility around how profits are spent, while discounts do not.
4. A patronage dividend system decreases the need for borrowing money and reduces the interest costs.
5. It protects the Co-op against lean years.

### **When will we vote on this?**

There will be an opportunity for members to vote on this change throughout May (ballots will be mailed home).



### **What are we voting on?**

The vote will be to approve a change to the Bylaws that would allow our Co-op to transition from the current daily 2% discount on purchases to a patronage dividend system.

### **Why now?**

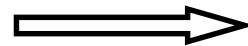
The Board has been discussing this topic for some time, and at their December 2014 meeting it unanimously and enthusiastically approved moving forward with putting the change to a vote of the membership. In our work to develop the future vision of the Co-op, we realized that the 2% discount program is not the best way to strengthen or sustain the Co-op.

### **Will there be other member-owner benefits?**

Yes. In addition to patronage dividends, we will grow our member benefits package, which includes: member-only deals, Co-op Connection discounts at other area businesses, voting for the Board/issues, etc.

### **How is owning a share in a co-op different from owning stock in a corporation?**

A co-op can only be owned by the people who use it, not outside investors. A member-owner's share of the benefit is based upon purchases, rather than on investment (the more one uses the co-op, the more one benefits). Co-op member-owners seek mutual benefit; none should benefit at the expense of another. And the member-owners control the Co-op on a democratic basis by one member equals one vote, rather



than on amount invested. A co-op's priority is service to the member-owners rather than maximization of profit.

**Why do members invest capital in their co-op?**

Because they trust that doing so will be in their own interest as well as in the best interest of others and the community.

**Can I donate my dividend to a good cause?**

Yes, we will have options for donating dividends. Yet to be decided, but likely donations would go toward helping people in need to access healthy foods, such as via the Co-op's Food For All program and the local food shelves.

**How do I learn more, give my opinions, etc.?**

Several options:

- Post a comment on our blog at [co-opconversations.blogspot.com](http://co-opconversations.blogspot.com)
- Come to one of our open member meetings scheduled March/April
- Write an email to the General Manager at [gm@middleburycoop.com](mailto:gm@middleburycoop.com), or
- Call Glenn directly at 388-7276.
- The Board contact is [board@middleburycoop.com](mailto:board@middleburycoop.com) or
- Board President, Jay Leshinsky, at 388-3850.



Please join us for any of the upcoming Membership meetings.  
Let us hear your thoughts on the patronage refund system,  
the Co-op future, or anything else you'd like  
to share about the Co-op.

- Saturday, March 7 ..... 11:00am
- Sunday, March 8 ..... 11:00am
- Wednesday, March 11 ..... 5:15pm
- Sunday, March 15 ..... 11:00am
- Sunday, April 12 ..... 11:00am
- Wednesday, April 15 ..... 5:15pm



All meetings will be held in the Co-op Meeting Room.



## Example Calculation For Member-Owner, Jane X

|   |                                 |
|---|---------------------------------|
| Co-op Sales at fiscal year's end  | <b>\$12 Million</b>             |
| Profits before taxes and patronage dividends  | <b>\$500,000</b>                |
| Members account for 75% of profits  | <b>\$375,000</b>                |
| The Board decides to designate the member profits as patronage dividends, to retain 60% for the business and rebate 40% to members. | <b>40% to<br/>Member-Owners</b> |

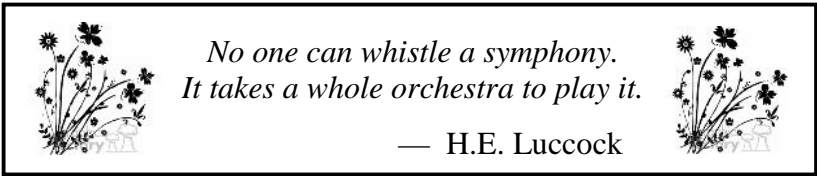
Jane X has spent \$2,600 in purchases for the year (\$50/week).

$$\begin{aligned}
 & \$2,600 / \$9 \text{ million} * \\
 & = \\
 & \mathbf{0.02889\% \text{ of total sales}}
 \end{aligned}$$

\* \$9 million reflect *member* sales, that is 75% of total sales.

**40% x \$375,000 x 0.02889% = \$43.33**  
**Jane X will receive a rebate of \$43.33**  
*This is a return for Jane's \$20 share investment in her community-owned store. The other 60% is reinvested back in the Co-op in Jane's name.*

A special *thank you* to our peer co-ops for sharing information about patronage dividends: *Hunger Mountain Co-op, Lexington Co-op, Flatbush Co-op, and River Valley Market Co-op.*





## King Arthur Flour Company Norwich, Vermont

The *King Arthur Flour Company* was founded in 1790 in Boston, Massachusetts, by Henry Wood. Wood was primarily an importer and distributor, originally of English-milled flour. The business grew quickly, and Wood took on a partner in the early 1790s, forming Henry

Wood & Company. Benjamin Franklin Sands took over the company in 1870, renaming it to reflect his ownership interest. In 1895, the company was reorganized as a joint-stock company, named *Sands, Taylor & Wood Company* after its then owners: Orin Sands, Mark Taylor, and George Wood (no relation to Henry Wood).

In 1896, Sands, Taylor & Wood decided to introduce a new brand of premium flour. George Wood had attended a performance of the musical *King Arthur and the Knights of the Round Table*, which inspired the name of the new product: *King Arthur Flour*. The brand was introduced at the Boston Food Fair on September 10, 1896, to substantial commercial success.

With Orin Sands's death in 1917, control of the company passed to his son, Frank E. Sands, grandfather of current chairman Frank E. Sands II. As the market for retail flour declined, the company expanded into the bakery market, first with wholesale flours and later (in the 1960s) into commercial baking equipment. *Sands, Taylor & Wood* also introduced other retail food products under the King Arthur name, including a line of coffee.

*Sands, Taylor & Wood* acquired Joseph Middleby, a maker of baking supplies such as prepared pie fillings, in 1973; three years later, that business was expanded with the purchase of H.A. Johnson. As interest rates rose through the 1970s, financial pressures forced the company to change strategy, and in 1978 then-president Frank E. Sands II sold off all but the core flour business and relocated the company from Brighton, Massachusetts to Norwich, Vermont. *Sands, Taylor & Wood Company* converted to an employee-owned structure in 1996, and also changed its name to *The King Arthur Flour Co., Inc.*, in reflection of its principal brand.

In addition to its flour business, King Arthur Flour also sells baking equipment and ingredients through its catalog, *The Baker's Catalogue*, and at its flagship

store, The Baker's Store, located in Norwich, Vermont. It has published four cookbooks, including the *King Arthur 200th Anniversary Cookbook* and the *King Arthur Flour Baker's Companion*, the latter of which was a James Beard Award winner for *Cookbook of the Year* in 2003.

In 2009, *King Arthur Flour* was named one of the best five large companies to work for in Vermont. In 2012, it opened its Baking Education Center in Norwich, Vermont, offering classes and demonstrations to bakers of all skill levels.

At the Co-op, we carry a variety of *King Arthur* flours in our Bulk Foods section. We offer King Arthur flours as a pre-packaged product as well.

During the week of **March 5 — March 11**, Co-op members will receive a **20% discount**, in addition to their regular member discount, on all *King Arthur* products.



**Applegate Farms**  
Bridgewater, New Jersey

From the Mission Statement of Applegate Farms:

***Change the Meat we Eat...***

*By that we mean making good meat - the kind that's raised humanely without antibiotics and hormones - accessible to as many people as possible. To achieve this evolution, we put our resources toward the people we think have the most potential to change our food system – eaters, farmers and innovators. Our work involves educating people about the important issues that impact their food, addressing the challenges faced by new farmers, and supporting big ideas that can improve the way good meat is raised, produced and distributed.*

*As an eater, you have an opportunity to change the food system every time you purchase food. When you buy from people or companies that produce food using sustainable farming practices, you're casting a vote in support of family farms, humanely treated animals, vital communities, and good health. At Applegate, we feel a responsibility to educate people about the issues that impact their food, like antibiotics and GMOs, so they know who and what they're voting for at the cash register.*



*In 1910, America was a nation of farmers – 6 million of them. Today, that number has dropped to nearly 2 million, despite the fact that the U.S. population has more than tripled. Now consider that the average age of the American farmer is nearly 60 years old, with more than 500,000 expected to retire in the next 20 years! The implication of this scenario is simple: No Farms. No Food. If we want to keep America farming, we need to address the barriers new farmers face when getting started. Three of the biggest challenges are access to land, credit and farming knowledge. Applegate supports innovative ideas that address these barriers and make it easier for new farmers to start, and continue, to farm.*

Source: [www.applegate.com](http://www.applegate.com)

During the week of **March 12 — March 18**, Co-op members will receive a **20% discount**, in addition to their regular member discount, on all *Applegate Farms* products.



## Tom's of Maine

*Tom's of Maine* is a brand name and manufacturer of natural-ingredients-only personal care products. The company's products are intentionally made without ingredients that are chemically derived, have a negative environmental impact, or are tested on animals.

In 1988, after 18 years in business, the *Tom's of Maine* community felt they needed to document their values and beliefs in order to further guide the company into the future. Led by co-founders Tom and Kate Chappell, the community grappled with philosophical concepts as ethics, science, legality, emotion, and morality and how it all applied to running a sustainable business. Following is the company's *statement of beliefs*:

- ◇ We believe that both human beings and nature have inherent worth and deserve our respect.
- ◇ We believe in products that are safe, effective, and made of natural ingredients.
- ◇ We believe that our company and our products are unique and worthwhile, and that we can sustain these genuine qualities with an ongoing commitment to innovation and creativity.
- ◇ We believe that we have a responsibility to cultivate the best relationships possible with our coworkers, customers, owners, agents, suppliers and community.

- ◇ We believe that different people bring different gifts and perspectives to the team and that a strong team is founded on a variety of gifts.
- ◇ We believe in providing employees with a safe and fulfilling work environment and an opportunity to grow and learn.
- ◇ We believe that competence is an essential means of sustaining our values in a competitive marketplace.
- ◇ We believe our company can be financially successful while behaving in a socially responsible and environmentally sensitive manner.
- ◇ We believe that we have an individual and collective accountability to the Company's beliefs, mission, destiny, and performance goals.

Source: [www.tomsomaine.com](http://www.tomsomaine.com)

During the week of **March 19 — March 25**, Co-op members will receive a **30% discount**, in addition to their regular member discount, on all *Tom's of Maine* products.

In addition, **30%** of our *Tom's of Maine* member sales will be donated to the **Parent Child Center** in Middlebury.

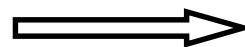
## Addison County Parent/Child Center

As a member of the Vermont Parent/Child Center Network, the mission of the Addison County Parent/Child Center is to provide support and education to families and assure that our community is one in which all young children get off to the right start with the opportunity to grow up healthy, happy, and productive. Toward this end, programs and activities of the Parent/Child Center aim to meet the following goals:

- ◇ Strengthen Families
- ◇ Help young families achieve self-sufficiency
- ◇ Prevent or alleviate major stresses on families
- ◇ Ensure that all children get the love and positive attention that they need
- ◇ Help teenagers make responsible decisions about family life
- ◇ Encourage prevention activities in our community
- ◇ Work cooperatively with other agencies in providing services
- ◇ Help other community groups establish similar programs



The Parent/Child center is a not-for-profit organization governed by a volunteer Board of Directors with input from the Addison County families whom we serve. While the Center is best known for its work with adolescent families and at-risk teens, many of our services are intended for any family who needs and wants them. All of these services are free for anyone and can be accessed by



calling the Center at 388-3171.

The Center opened its doors in 1980 under the auspices of a grant through the federal Office of Adolescent Pregnancy Programs. It was one of the first projects in the country chosen to address the growing challenge of teen pregnancy and parenting- and the only rural one. Over the years, the program has evolved to one that recognizes that using a holistic approach to addressing parents' needs and children's needs together serves to strengthen families as a whole. They also recognized the dramatic impact of immersing participants in an environment that modeled and demanded high quality interpersonal and adult/child interactions, as well as a positive work ethic. The outcomes have been remarkable for Addison County:

- ◇ Lower teen pregnancy rates
- ◇ Lower juvenile addiction rates
- ◇ Lower rate of abuse and neglect among families with young children
- ◇ Virtually no minor parents on welfare
- ◇ Low repeat pregnancy rate among program participants
- ◇ High rate of participants completing their high school education

Middlebury Co-op is proud to have a collaborative relationship with the Parent/Child Center of Middlebury. As part of an upcoming series of nutrition classes at the Parent/Child Center, participants will come for a tour of the Co-op to learn more about our store and our *Food For All* program. Additionally, on **March 18th** we will host a ***Healthy Cooking on a Budget*** class solely for members of the Parent/Child Center as part of our *Sustainable Living* Series at the Hannaford Career Center. Also, from March 19th-25th, 30% of member sales from our Members Only Deal Program will be donated to the Parent Child Center. We are excited about the great work being done at the Center and hope to continue to foster this important relationship.



## Nutty Steph's Granola Company

Nutty Steph's is a totally nutty Vermont granola and chocolate maker, always full of fun and good cheer. Here is what they have to say about their fabulous team and products:

*Nutty Steph's is an organization made of dedicated, creative people unified to inspire cultural richness and a more delicious world. We currently produce chocolate products that feature Vermont's superior quality maple syrup, maple sugar, cow's cream, butter, and goat's milk caramel. We partner directly with*

*a cooperative of farmer-landowners who grow the cocoa for our chocolate products on uncut forests of northeastern Ecuador.*

*Our Vermont Granola cereal has the perfect crunch. It's not too sweet yet melts into your taste buds with cinnamon, vanilla & only pure Vermont maple syrup. A cult of Vermont Granola pleasure pervades the secret deliciousness society of America.*

*Since 2003, Nutty Steph's, Inc. has made food by hand to delight people, employing and being owned by individuals with highly sensitive and particular, special and personal needs. The operations of the business are collaboratively governed by all workers.*

*You may also enjoy Nutty Steph's granola without the gluten! The oats contained in this granola have been milled and transported in an entirely gluten free environment. Mixed with pure Vermont maple syrup, toasted almonds, hazelnuts and walnuts once you've tried it you won't eat anything else.*

*"We make the world's most delicious granola and we're not afraid to say so!"*

Nutty Steph's

During the week of **March 26 — April 1**, Co-op members will receive a **30% discount**, in addition to their regular member discount, on all **Nutty Steph's** products.

**This Month in Wellness:**  
**All Source Naturals supplements**  
**are 30% off the regular price!!!**

## Wendy Stewart

### 15 Years at Middlebury Cop-op!

Fifteen years ago, Wendy started out as a part time assistant in our tiny little cheese department, cutting and wrapping Mozzarella, some Swiss and Cheddar cheeses. Today, as the main cheese buyer, she orders gourmet cheeses from all over the world and deals directly with several

dozen local cheese makers. Cheese has come a long way at the Co-op!

Wendy is known for her excellent customer service. Among staff, she is also known for her incredible knitting skills and her endless enthusiasm for exercise... including skiing, running, kayaking, biking, and canning green beans from her garden.

***Congratulations, Wendy!***



# Cooking Classes

Join us for an exciting series of MNFC sponsored cooking classes at the Hanaford Career Center! To register, please contact Denise Senesac at the Hanaford Career Center by calling 382-1004 or emailing [dsenesac@pahcc.org](mailto:dsenesac@pahcc.org). Registration for each class closes seven days prior to the class date. The registration fee is \$30 per class (all classes are free for members of our *Food for All* program; just let Denise know that you are an FFA member) We hope to see you there!!

## ***Cooking with Grains***

**Thursday, March 5, 5:30-7:30. Instructor: Lily Bradburn**

*Don't know couscous from quinoa? This hands-on class will get you going with the grain. You'll learn about the various types of culinary grains, pre-soaking and cooking times, basic preparation techniques, and recipes to try at home.*

## ***Cooking with Beans***

**Thursday, March 12, 5:30-7:30. Instructor: Lily Bradburn**

*Beans are one of the most affordable and nutritious foods on the planet, and this hands-on class will teach you all you need to know about selecting, sorting, washing, soaking, and preparing them. Plus, we'll share some great recipes for you to try at home.*

## ***Healthy Cooking on a Budget***

**Wednesday, March 18, 4:00-6:00 (This class is for members of the Middlebury Parent-Child Center only). Instructors: Emily Millard, Karin Mott**

*Want to fill your plate with healthy, delicious foods without breaking the bank? This class will share tips and tricks for making the most of your hard-earned food dollars, while still preparing healthy, nutritious meals at home. We'll talk about creating weekly meal plans, tips on how to stretch your ingredients to cover multiple meals, cooking and freezing in larger batches, how to stock up and save when bargains are available, and share lots of helpful recipes for you to try at home.*

As part of our cooperation with other businesses in town, Middlebury Co-op members receive a **10% discount** at **Ben Franklin's** store, every Saturday of the week.





## ~ FROM THE BOARD ~

### Run for the Board of Directors

by Mary Gill

Spring is upon us and it is the time of year when the Middlebury Natural Food Co-op member-owners have an opportunity to participate more fully in the overall well being of the Co-op. We invite all member-owners to consider running for open seats on the Board of Directors. The Co-op Conversations of 2014 have opened up a number of exciting ideas and opportunities, so members who are interested in guiding the future of the Co-op are encouraged to run and be strong representatives. The voting takes place during the month of May, and new board members begin their term at the June Annual Meeting. There will be four open seats this election season. Please see the information for potential candidates below.

#### **Dear Potential Board Candidate,**

Thank you for your interest in serving on the Middlebury Natural Foods Co-op's Board of Directors. This packet provides you with an overview of Board functions and responsibilities to help you make your decision about running for the Board. Please contact Mary Gill ([mgill@addisoncentralsu.org](mailto:mgill@addisoncentralsu.org)) (802-734-6753) or any member of the Board for further information.

#### **Board of Directors**

The Board of Directors is the legal representative of the member-owners of the Middlebury Natural Foods Co-op and thus is responsible for the overall well-being of the Co-op. The Board exercises its responsibilities through its relationship with the General Manager, whom it hires and monitors. It is made up of 11 directors and one non-voting staff representative. Each term of office is three years, and terms are staggered so no more than four terms expire each year. There are no term limits.

#### **Powers and Duties**

- Provide linkage between the Board and member-owners.
- Create policies that are consistent with cooperative principals and MNFC Ends. (Policy Governance-see below)
- Monitor management performance on implementing policy.
- Work to perpetuate the cooperative.  
(Operations are the sole responsibility of the General Manager.)



### Qualifications of Candidates

- Be or become a member of the Co-op in good standing.
- Express yourself in a clear, concise manner.
- Work in a group and support decisions made by consensus.
- Devote the time necessary to accomplish Board objectives and fulfill your term.
- Communicate electronically using email and the Board's web-based information sharing program.
- Understand financial statements or be willing to learn through instruction.



### Expectations for Directors

- Make a three-year commitment to the Board of Directors.
- Attend two Board orientation sessions and a training for cooperative boards in the first two years of your term. This is a one day session typically held in Brattleboro on a Saturday in January. (MNFC pays for travel expenses).
- Have familiarity with and adherence to the Co-op's by-laws and Board policies.
- Prepare for and attend monthly Board meetings (6:30-8:30pm, usually

on the fourth Wednesday of the month at the Co-op), sub-committee meetings, a day-long annual retreat (early February), the Co-op's Annual Meeting (early June) and Co-op community events. Time commitment averages 3-4 hours per month.

- A willingness to take responsibility for Board duties and work together with understanding, mutual support and respect to make decisions that will enhance the viability of the Co-op.
- An ability to keep information and materials confidential when appropriate.

### Policy Governance

The Board of Directors of MNFC operates using the model of Policy Governance. This model of leadership results in the General Manager making all operational decisions. Rather, the Board focuses its attention on the strategic direction of the Co-op, engaging with member-owners and monitoring management performance. Policies are developed by the Board outlining how the

Board functions, how authority is delegated to management, what limitations management may have and to define Ends toward which management works. Management then reports to the Board in written monitoring reports as to compliance or non-compliance with these policies.

### **Compensation**

In recognition of the time and commitment required to prepare for and attend meetings, required trainings and events, directors receive a stipend of \$ 600/ year plus a 10% discount on all purchases (except alcohol) at the Co-op. Committee chairs and Executive Officers receive additional stipends.

Please return your application by e-mail to Mary Gill:  
mgill@addisoncentralsu.org

Or mail to:

Mary Gill, C/o Middlebury natural Foods Co-op,  
1 Washington Street, Middlebury, Vermont 05753

Board of Directors Applications are available at the Co-op or online:  
<http://middleburycoop.com/coop/Board>

**Your application must be received by Monday, March 16, 2015.**

*The meeting of two personalities is like the contact of two chemical substances. If there is any reaction, both are transformed.*

— Carl Gustav Jung



The MNFC Board of Directors meets every month to discuss a broad range of subjects related to our Co-op, including possible future directions. Anyone in the community is welcome to attend. Time is set aside at the beginning of each meeting for members to share ideas, express concerns, or make suggestions. Please join us!

The next MNFC Board meeting will be held on  
**March 25 at 6:30 pm in the Co-op Meeting Room.**