

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
December 20, 2017**

**Board Members Present:** R.J. Adler, Molly Anderson, Ilaria Brancoli Busdraghi, Lynn Dunton, Kate Gridley, Ann LaFiandra, Jay Leshinsky, Tam Stewart, Louise Vojtisek.

**Board Members Absent:** Nadine Barnicle, Amanda Warren.

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

**Board Monitor:** Louise.

**Call to Order:** The meeting was called to order at 6:41 pm.

**Member-owner Business:** Kate reported comments from member-owners that they love the new store. Louise said she has read reports that people are developing new “Free From” businesses that produce food free from gluten, fat, sugar, etc.

**Approval of Minutes:** On a motion by Ilaria seconded by R.J., the minutes of November 29, 2017 were approved with all in favor.

**GM Report:** Glenn said he will be on vacation the end of March. The March meeting had been changed to March 21 at the last meeting.

In the sales report Glenn noted that meat is now reported separately. Dairy has seen large increased sales recently because refrigerated non-dairy items are now in the Dairy department instead of Grocery.

**EL 4 – Financial Condition:** Glenn said he is reporting in compliance on this EL.

Louise noted the decrease in credit card fees in the financial report. Lynn said she was impressed that the first quarter was stronger than last year in spite of expansion. Glenn noted that depreciation for soft costs (fees, electricians, lawyers, architects, etc.) had not been included in the first quarter but would be in the calendar year-end report so that will have an impact. Lynn suggested if it is taken all at once it could be done earlier.

Glenn said the last of Naylor and Breen bills have been paid. Jeff Glassberg will be paid for his time in December.

Lynn asked about the bad debt for coupons. Glenn said that a batch sent for reimbursement had been lost in the mail. They will be sent by UPS instead so they can be tracked.

The Board agreed that the report was on time with reasonable interpretation of sufficient data and in compliance with no corrective actions needed.

**Boycott:** While he considers responding to a request for MNFC support of a boycott an operational issue, Glenn asked for Board input on the request for boycotting Ben & Jerry’s ice cream and the Ben & Jerry’s response which were included in their packet. These show contradicting facts and positions. Glenn shared his preliminary comments and history of MNFC positions on boycotts. Other than using the buying criteria to filter out products, MNFC does not boycott products. The Co-op does not have the resources to do extensive research into ingredients and practices in producing every product. R.J. pointed out such scrutiny would likely make the shelves empty and said “perfect can’t be the enemy of the good”. Molly said the EPA

needs to set tighter standards for glyphosate but without it the Co-op still can't rely on an individual's interpretation of the science.

There was discussion of personal choice and how to display products to educate customers. Tam suggested writing a response that establishes MNFC core principles for general boycott responses. Glenn would like the Co-op to be more transparent and responsive but there is not an operational policy, just the buying criteria and the store focus on organic and local.

It was agreed that a universal operational policy might be helpful in being prepared in responding to future boycott requests. The Board supported Glenn in the use of the buying criteria with the intention of being transparent to the member-owners as a sufficient filter along with the focus on organic and local. Ilaria suggested adding a sentence to the Buying Criteria about not participating in boycotts. A Board boycott policy was deemed unnecessary.

Lynn made a suggestion of using Restorative Practices, a proactive approach to this type of conversation on issues. It provides feedback rather than establishing a direction or solution.

**BDC Election Update:** Kate reported on her meeting with Karin to create a schedule for election materials to be included in the e-newsletters. A committee reviewed the language in the candidate packet to make it less technical. The goal was to create clear, simple basic information on meetings, the work, the requirement to be a member-owner and "what is policy governance". Kate asked for any feedback on revisions by Dec. 28th on Basecamp.

Molly suggested some revisions to reduce some fragmented language by putting "open to all" up at the top. It was agreed that the second paragraph was "employment language" and legalistic and should move to the end with the lead of "our Co-op policy says..." for the discrimination list. "Racism and discrimination will not be tolerated" was suggested.

**CBLD Policy Templates:** Tam reported that Michael Healy has offered to assist in adopting the templates. He says they can be customized to MNFC. This will simplify the policies for easier review and be compatible to other co-ops. Jay, Louise, Tam and Ilaria will meet to work on this.

**GP 7 – Policy Creation and Revision:** Ilaria suggested removing the first bullet point. It was agreed that the Board is in compliance for this GP.

**MNFC Image:** Ann and R.J. reported on their first meeting about an internal assessment of the reality and perceptions in the community on pricing to better understand what keeps people from shopping at the Co-op. They suggested an update of the price comparison study from two years ago to better understand if perception matches reality. It was suggested that prices fluctuate often and may not have stable enough data to come to conclusions. It is important to understand perspectives of different groups and sub-populations using good methodology. This could help plan events to draw in different and new people to the Co-op. It was agreed this discussion should continue on a future agenda.

**Executive Session:** At 8:17, the Board voted all in favor on the motion by Jay, seconded by Ann, to go into executive session for GM evaluation. At 8:36, the Board voted all in favor to come out of executive session on a motion by Jay, seconded by R.J.

**Adjournment:** At 8:38 the meeting was adjourned with all voting in favor of a motion by Louise, seconded by Ilaria.

Respectfully submitted by Victoria DeWind