

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
July 25, 2018**

Board Members Present: R.J. Adler, Molly Anderson, Nadine Barnicle, Lynn Dunton., Sophie Esser Calvi, Kate Gridley, Ann LaFiandra, Tam Stewart, Louise Vojtisek, Amanda Warren.

Board Members Absent: Ilaria Brancoli Busdraghi.

Others present: Victoria DeWind (staff liaison).

Board Monitor: Louise.

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

Member-owner Business: Molly relayed a request for ingredient labels on the salad/hot bar.

There was discussion about the member-owner business time slot on the agenda. Previously it was set up for people attending the meeting but it has become a time to report out-of-meeting comments. It was suggested that these be just posted to Basecamp. R.J. said he likes to hear the conversation about them which can also connect to other issues. Lynn suggested that people don't always stay up to date on Basecamp and might miss a discussion. Kate said it provides a good record. R.J. agreed to be the lead on member-owner communications. Sophie suggested adding an on-line suggestion box. Tam noted the protocol of important issues going to Tam or Glenn right away and to err on the side of open communication.

The Board discussed the role of previous Board members. The Board agreed that should they create temporary, ad hoc committees to address a specific issue, then they may invite those with matching expertise to act as non-voting advisors on these committees. The Board agreed to get Glenn's and Greg's input on this idea.

Approval of Minutes: On a motion by R.J., seconded by Kate, the minutes of June 27, 2018 were approved with all in favor and Amanda and Lynn abstaining.

R.J. proposed that only substantial wording changes to the minutes be done at the meeting and that any spelling or punctuation fixes be done outside of the meeting. Victoria requested that these be emailed to her prior to the meeting at which they are approved.

GM Report: Glenn's report included a suggestion from the Annual Meeting survey that the Co-op assist Muslim students at Middlebury College in accessing halal certified foods. There is one frozen entrée that is. Meat is a more challenging product as there is only one processor in Vermont with halal practices but they cannot sell commercially. The Board discussed this and asked why the College can't use its buying power to provide it as they do in meeting other dietary needs.

Glenn reported that Harvest Co-op has a lot of support for their effort to restructure the business. Lynn said she was in Cambridge recently and noticed that Whole Foods and Trader Joe's are right across the street which means they are facing huge competition.

The Board expressed their appreciation for the staff updates, this one being Emily's Landenberger's work with the VT Hunger Council. Tam said he has offered Board support to this effort in any way it can.

The store has the new peanut butter grinder which is self-cleaning to avoid rancidity. The almond butter grinder will be in soon.

R.J. informed the Board about an email from Ross Conrad regarding plastic straws. As more businesses eliminate plastic straws for their customers, VPIRG has a campaign to keep providing them on request to accommodate people with disabilities. R.J. suggested the Co-op consider joining this effort. Tam said Glenn is looking into this as it is an operational issue.

GP 1 - Overview: The Board reviewed the older version as the new ones are yet to be adopted and agreed they are following the GP. The new GP 1 is called Board Process.

Policy Revisions: As the new policies are extensive covering all areas it was agreed that they should be monitored over the coming year to see how they work, keep notes for any final changes and adopt them then. Michael Healy says that retiring policies is challenging and policy review should ask “is it still serving us”. The Buying Criteria Committee was established to enforce standards that are now in practice. The Vendor policy took care of vendor issues. Digital Communications was helpful getting the Co-op to where it is now although Electronic voting has not yet been implemented. It was suggested that keeping this policy would help with keeping up with the changes in electronic media.

Tam asked for a show of hands to adopt the new Policy Register. It was agreed that it keeps the Board governing as it has been but has more clear, simple and accessible language. Tam will incorporate it into the work plan for the coming year.

August Meeting: The regular meeting will be preceded by a pot luck dinner hosted by Ann LaFiandra. The agenda will include the work plan and a discussion about topics from previous retreats that the Board wants to keep track of such as diversity. How to track these as well as keeping aligned with staff should be considered.

Michael Healy’s hours have not been fully used and it was asked if they could be donated to another co-op such as Rutland. It was asked if there are other ways he can be helpful to the Board after the fall workshops. Molly suggested negotiating a smaller, more limited contract with CDS. The CDS library is a valuable asset and should not be lost.

Board Officer Elections: R.J. announced that he had decided not to run for Vice President. In the name of diversity and inclusion and a largely female Board, he felt that the two top offices should not be held by the two male directors. He feels his Board work will be the same in any position. The slate remains the same as last year – Tam-President, Amanda-Vice President, Lynn-Treasurer, and Louise-Secretary. On a motion by Ann, seconded by Nadine, the slate was approved by all. It was agreed by all that Kate will lead Board Development and Nadine will lead Communications. Kate said this will be her last year to lead BD and a succession plan should be made for all Board leadership positions. R.J. agreed to intern for the BD position. Tam said that it should not be assumed that the Vice President succeeds the President and the Board should be prepared. Leadership potential should be considered for new candidates.

Staff Appreciation: Louise said it had been difficult to schedule an event and that is why stocking the freezer with treats was done. It included an effort to meet different dietary needs. A note sent to the Board indicated food is not a good way to show appreciation which led to the question should appreciation events be discontinued now that expansion was done. She felt the interaction of staff and Board was an important part of them. Lynn said the Board should look at why they are doing these events and are they meaningful.

The note to the Board generated a discussion of personnel expense. Kate asked about the 22% of budget for staff expense. Lynn pointed out that as sales grow, the percentage of the budget goes down. It will take time for the reality of the new store to settle. It has also been challenging to find qualified staff for the new positions. Molly said it is important to clarify that the Board does not have a role in setting the salary scale and that the appreciation events were just a small gesture to relieve expansion stress. Wages are a broader issue beyond just the Co-op. R.J. suggested reconsideration of livable wages with less profit to support better pay. Sophie suggested asking about appreciation events as part of the staff survey. It was agreed that considering different ways to show appreciation could be considered such as benefits or higher discounts. All agreed this conversation should be put on hold until Glenn and perhaps Laura can be present. In the meantime it was agreed to take a pause on these events until the fall. The Board does not want to lose the connection aspect of the events.

Next Meeting – August 22

Adjournment: At 8:21 the meeting was adjourned with all voting in favor of a motion by Nadine, seconded by Molly.

Respectfully submitted by Victoria DeWind