

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
September 26, 2018**

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

Board Members Absent:

Others present: Victoria DeWind (staff liaison), Glenn Lower (GM) by speaker phone.

Board Monitor: Louise.

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

Member-owner Business: None

Approval of Minutes: On a motion by R.J., seconded by Ilaria, the minutes of August 22, 2018 were approved with all in favor and Nadine, Sophie and Tam abstaining.

GM Report: Glenn presented the NCG Participation Report which is a new yearly report to co-op Boards. Previously they only communicated with general managers. It tracks multiple projects and services with metrics to show and compare where each co-op is in them. This increases transparency and improves communication between co-ops and NCG with up to date information. MNFC is doing well in all metrics. Molly asked Glenn if this is old news or did he get new information. He responded that with GM quarterly financial reports from all co-ops he already gets the information.

The cash-on-hand metric however is a new comparison. MNFC and some other co-ops have more than the recommended 10 days, but the Board decided to wait and observe the effects that the expansion might have over a longer time before discussing it further. R.J. suggested using any extra money for other MNFC benefit and asked if it has to be liquid for that. Glenn said CDs are considered liquid and increasing the MNFC loan fund could be a possibility. Kate suggested providing a community service such as funding a butchering service or a hot composting center.

Tam asked about the non-compliance with the monthly financial reports. Glenn said he reports every 6 weeks. Lynn and Steve are looking into this concern for establishing best practice.

R.J. said it would be helpful if the all the report graphs used the same axis so it is easier to compare.

The Board agreed it is a very helpful report and good to have the information.

Executive Session: The Board voted all in favor to go into Executive Session for a real estate discussion on a motion by Tam, seconded by Kate at 6:54pm. The Board came out of Executive Session at 7:02 with all in favor of a motion by Ann, seconded by Nadine.

By-laws Update: CDS consultant Michael Healy has recommended that the by-laws be revised according to new standards, which would have numerous benefits. Glenn suggested that this is a good opportunity to review all sections as it has not been done in many years. Molly moved, with a second by Kate, to start this process with support from Michael Healy. All voted in favor. It was agreed this is a logical next step after the new policy revisions and is achievable in

Glenn's proposed schedule for a May vote. Molly, Kate and Tam will work on this using the CDS template as guidance and Tam will contact Jay Leshinsky to see if he is interested. Victoria offered to help on membership sections.

R.J. asked if electronic voting could be interpreted as written words even though they are not on paper. The consensus was that it's best to keep all by-law changes together and if there are changes to the whole election process electronic voting should be part of that.

EL 3 – Asset Protection: Glenn asked the Board to let him know how the new format works for them and if there are any gaps in the information they want. He reported in compliance.

Ann noted that public image is hard to control but the important thing is to be vigilant and transparent. Molly said it is not what happens but how the Co-op responds that is important so the Board should monitor responsiveness, not events. Glenn said that is why he included his actions and talks directly to people so they are heard and validated rather than through email or social media.

R.J. asked if the Co-op is over-insured and could it be less? Lynn has reviewed it with Steve and with replacement cost as a basis she thinks it is reasonable. MNFC is a big property and has so many people it creates a large liability. Worker's Comp has different classes based on risk in store vs. risk in offices. Board officers are excluded from Worker's Comp. It was asked if all directors are given they volunteer at events. R.J. asked about worker member-owners. Glenn said some co-ops have been advised not to allow this and it should be looked into. The insurance renews April 1 and should be reviewed before then. Lynn said this should include coverage for all directors for clarity.

Ilaria asked about the planned camera security system and how much loss to theft there is. Glenn said that is not known. While privacy is a concern there is a responsibility for safety with deliveries and a large staff. Tapes would not be monitored everyday but would be referred back to for incident data. Cameras would relieve staff from time monitoring suspected shoplifters. Notifying customers of cameras with signs can also act as a deterrent.

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

(Glenn left the meeting at 7:45).

BP 9 – Governance Investment: The Board monitors this policy in September, and compiles its annual budget in March. All agreed that the Board is following the policy.

CBLD Contract: Tam reported that there would be no fee increase if the contract is renewed now which saves \$270. He said the services under the contract are very helpful. Michael Healy knows MNFC well and retreat hours can also be used as consulting hours. All voted in favor of a motion by R.J., seconded by Kate, to sign the new contract.

MNFC Newsletter: Nadine said Karin will let her know the themes for the print newsletter and January is wellness. Article due dates will be posted on Basecamp. Re-runs of earlier articles will be checked and updated. Feedback from readers would be helpful to know about if conversations are needed on issues. It was suggested that ways for people to contribute and share ideas be considered as good for community building.

Peer Gathering: Ann, Kate and Lynn attended this event and all three sessions. It included a session on member-owner communication. Co-op boards use various methods of engagement such as “meet and greets” at stores or a trash fashion show for recycling. They are using activities can take co-ops beyond food.

Another workshop was on board recruitment. MNFC rarely has candidates come to meetings before elections or have an orientation. Kate described Onion River Co-op’s requirements which show commitment by candidates as well as help them determine if the board is right for them. Kate proposed a BDC committee review of MNFC recruitment procedures. A “meet the candidates” event before elections was suggested. However, it was agreed that this might discourage candidates from running. Small changes should be made over time. R.J. and Sophie agreed to work with Kate on this project.

Lynn reported a workshop on diversity and inclusion. What is the dominant culture and barriers for others to join the board – such as providing resumes – should be considered. For instance how to have a Food For All Member-owner or a service organization employee serve without it being tokenism could be explored

Next Meeting – October 24, 2018

Reports from by-law and BDC committees and work plan review.

Adjournment: At 8:34 the meeting was adjourned with all voting in favor of a motion by Ann, seconded by Kate.

Respectfully submitted by Victoria DeWind