

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
January 23, 2019**

Board Members Present: R.J. Adler, Molly Anderson, Nadine Barnicle (6:40), Sophie Esser Calvi, Lynn Dunton, Kate Gridley, Ann LaFiandra, Louise Vojtisek, Amanda Warren

Board Members Absent: Ilaria Brancoli Busdraghi, Tam Stewart.

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

Board Monitor: Louise.

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

Member-owner Business: Amanda reported a complaint that the Deli does not offer made-to-order sandwiches. Molly asked about the difference between Faroe and farm raised salmon. It was suggested that Faroe is organic. Kate reported a complaint about the store not having enough meat available with shelves sometimes empty.

Approval of Minutes: On a motion by Kate, seconded by R.J., the minutes of December 19, 2018 were approved with all in favor and Louise abstaining.
(Nadine arrived)

GM Report: Molly asked about the 16% sale growth in Tax 2. Glenn said it is usual for it to be higher with the holidays.

EL 0 – General Executive Restraint: Glenn reported in compliance for this global EL. Choosing data for this was challenging and he used examples from CDS reports. He thinks the sub-policies support the global policy.

EL 10 – Informational Technology and Digital Communications: There was recollection that this EL will be reviewed twice a year, reduced from four. There was discussion about social media hits versus engagements. The engagements are more useful in accessing real connection with people. Nadine asked if the frequent blogs are a good return on investment of time. It was suggested that two Facebook postings a day is too many and not necessary. Louise asked if gift cards can be purchased on-line. They are not available yet. R.J. pointed out this required using a credit card and defeats the point of having people use gift cards.

The Board agreed that the EL 0 and 10 reports were on time with reasonable interpretation of sufficient data and in compliance.

BP 0 – Governance Commitment: Molly asked if there were any metrics with which to measure success in complying with this BP. It was agreed that the Annual Meeting, bylaws, voting participation and engagement events would be. Having a high number of candidates running for the Board could be a good sign of democracy at work or could indicate some dissatisfaction. It was agreed it is likely the former though here was at least one candidate who was dissatisfied with the Co-op. Molly suggested that metrics be added to the BP including being prepared, committed and accountable in meetings as well as percentages for voter participation. Amanda said she sees this as a mission statement and that sub-policies may cover some of these.

All agreed that the Board is following the policy.

Bylaw Revision: Glenn informed the Board about his staff outreach regarding the bylaw change disallowing staff from running for the Board. To provide anonymity and reach more people he met with all departments and conducted a written straw poll about the change. The results were 56 (85%) responded yes, 10 responded no, 1 undecided. The Board shared Glenn's concern on the importance of understanding the reasons why 10 people do not support the change. Glenn said about one half (mostly older) co-ops still allow staff to run; newer co-ops do not.

While R.J. reported a comment that it was great that staff wanted to serve, the consensus was that the potential conflict of interest, staff/GM interaction in operations and staff needing to recuse themselves from some Board work would make it challenging. The Board discussed if there are better ways for staff to engage with the Board and create transparency, accessibility and accountability. It was suggested that the Board check in with staff a few times a year, include Board information in staff orientations, hold staff education workshops about the Board, share their agendas and remind them they are always welcome at meetings. As well, they would like to get suggestions from staff on how they would like to engage with the Board.

Glenn said he would look at ways to get more information on why staff voted the way they did.

As for member-owner engagement, Glenn will schedule some "meet and greets" in February and March and put the invitation in the February e-newsletter. He plans to invite past Board members to participate to get their input.

Retreat: The Board confirmed their intention to each read White Fragility and spend part of the day discussing the book. They also agreed to spend part of the retreat on learning through listening and do a Reflective Structural Dialogue which Lynn brought to the Board from a training she has done. This would include each person talking about a specific issue, such as bias, from personal perspectives without questions back from listeners. Lynn suggested "How to be more welcoming" as a possible topic. Kate offered to share training material for deep listening. Ann noted this fits with her experience at the CBLD 101 workshop "Everyone Welcome". Time may also be made for learning about the model of zero growth for businesses and possible longer range projects for the Co-op.

Election update: R.J. reported that one person came to the first "Eat and Greet". He felt it was a good practice run for the future gatherings planned for Jan 29th and February 10th. The election packet will be updated and posted on Basecamp.

Next Meeting – February 27, 2019.

Adjournment: At 8:29 the meeting was adjourned with all voting in favor of a motion by Ann, seconded by R.J.

Respectfully submitted by Victoria DeWind