

**Middlebury Natural Foods Cooperative  
Board of Directors Meeting  
February 27, 2019**

**Board Members Present:** R.J. Adler, Molly Anderson, Ilaria Brancoli Busdraghi, Sophie Esser Calvi, Lynn Dunton, Kate Gridley, Ann LaFiandra, 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 6:35 pm.

**Member-owner Business:** Lynn shared a comment she received about being asked “are you a member” when checking out. It felt exclusive and made this person feel they don’t belong. She suggested education on this and finding better language for cashiers to use when they have to ask.

**Approval of Minutes:** On a motion by R.J., seconded by Sophie, the minutes of January 23, 2019 were approved as amended with all in favor and Ilaria and Tam abstaining.

**GM Report:** Ilaria asked about the -2% growth in meat department; was this related to the earlier comment about empty shelves? Glenn said that there are new department staff settling into the position.

Glenn reviewed the three new parking leases signed by the Co-op. The back staff parking lease with 3% yearly increase is for 10 years with an option for a 10 year renewal. The owners will pave the area with striping. The Co-op will lease the back building and sublet to Watson with a 5 year lease. A third lease with ACRP is for 15 parking spaces for 5 years.

Glenn is working with Vermont Integrated Architecture to plan traffic flow and parking layout including one-way traffic with angled spaces. This option would have 10 fewer spaces. The Board generally supported one-way traffic. R.J. asked about opening access to Seminary St. That seems unlikely as Regional Planning asked it to be closed for safety reasons.

The Board touched on items from Glenn’s report. Healthy Living may expand to Williston and Shelburne. PCC Community Market name change has been successful in showing its local focus to shoppers. “Local” is taking precedence over organic in grocery stores was noted.

Glenn reported on talking with past Board directors for their input on the bylaw revisions. Two member-owners also responded to the newsletter invitation. No major concerns came to light, only small suggestions. Ann and Kate reported a thank you from a staff member for eliminating staff serving on the Board. They felt it is a sign of a larger, mature co-op. Kate asked why the Board did not do the outreach on the revisions as it is policy. Tam did write the outreach letter with Glenn asking for input. Suggested changes will go to the bylaw committee before the full Board. Then there will final review by the lawyer. The Board wants to be sure to have the right language for abandoned equity. It will not be retroactive.

**EL 9 – Emergency GM Succession:** The Board supported Glenn’s proposed plan. It was suggested that “his” in the second line of Operational Interpretation be changed to “their” and in the Data section, put Greg’s name after the title position of Store Operations Manager. Glenn said Greg will attend 3-4 Board meetings and the annual retreat. It was suggested that he

establish a relationship with the Board President by participating in the pre-meeting phone calls as well as being involved with packet preparation and writing EL reports.

The Board agreed that the EL 9 report were on time with reasonable interpretation of sufficient data and in compliance.

**BP 1 – Governing Style & BP 2 – The Board’s Job:** Michael Healy has suggested that the BP’s are nested inside each other with increasing specificity. Molly asked why these two are separate. The Board considered #1 is about why and #2 is about what. Combining them into one BP may be considered at the year-end BP review.

Kate asked the Board to consider how one might best describe Board work to people. Hiring the GM and governing in a democratic way is included but there’s no mention of fiscal monitoring. It was noted that it calls for EL monitoring which includes financials but perhaps it should be more up front. Tam felt finances are the GM’s responsibility and the Board just monitors. Providing more metrics in the BP was seen by Michael as too time consuming.

Glenn noted that the policy governance principles in BP 1, section 6 are generally not used or discussed. They were left in to match other co-ops in the first revision work. He asked should they also be reconsidered in the BP review.

All agreed that the Board is following the policies.

**Communications - Newsletter:** The article schedule was reviewed and Tam and Glenn will work on the Annual Report.

**Elections:** R.J. said the “Eat and Greets” had only three people but said the one-on-one conversations were good. He and Kate and Ann also “tabled” in the store to talk with people and had good conversations though no one seemed to have interest in running. Only the incumbents – Ann, R.J. and Amanda – are running at this time. It was agreed it was best to not have too many running but more than the number of open seats makes for a good election process. Kate said diversity - producers, people of color, non-college, and different ages - and skills sets should be part of the recruiting process.

**BP 8 – Board Budget:** The budget will be reviewed at the March meeting. Lynn is meeting with Steve and Glenn to get numbers and a draft will be posted on Basecamp.

**Retreat:** It was agreed that Glenn and Molly will lead the discussion of White Fragility. Lynn will lead Structured Reflective Dialogue by posing 3-4 questions related to being welcoming. Kate will start with a listening practice and will post material on Basecamp for this exercise.

Molly said she had not found any information on no-growth policies for co-ops. However, the question “what is success for a co-op” remains. Is it always good to grow or is there a downside? It can be seen as anti-capitalist but also in keeping with climate change impacts. Molly suggested that success could be increasing market share rather than profits. It was agreed that the impact on the store needs to be considered. Does bigger equal better? As the grocery industry has adopted local and organic, Glenn suggested that what sets a co-op apart from regular businesses should be promoted. Co-ops need to work on supporting the common good.

**Next Meeting** – February 27, 2019.

BP 8 – Board budget

Retreat follow-up

Election process

EL 4 – Membership Rights and Responsibilities

**Adjournment:** At 8:30 the meeting was adjourned with all voting in favor of a motion by Louise, seconded by Molly.

Respectfully submitted by Victoria DeWind