

**Middlebury Natural Foods Cooperative
Board of Directors Meeting
December 18, 2019**

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

Board Members Absent: Nadine Barnicle.

Others present: Ross Conrad (member-owner), Victoria DeWind (staff liaison), Glenn Lower (GM), Esther Thomas (member-owner).

Board Monitor: Louise.

Call to Order: The meeting was called to order at 6:30 pm.

Member-owner Business: Ross Conrad attended to share some of the comments he received while he was circulating his petition for a revote on two of the by-law revisions.

(Ross left the meeting at 6:42)

Approval of Minutes: On a motion by R.J., seconded by Erin, the minutes of November 20, 2019 were approved with all in favor and Sophie abstaining.

Election Cycle Recruitment: Plans for recruiting potential Board candidates was discussed. Front Porch Forum and Facebook were used last year. R.J. felt tabling was the most effective engagement. It was agreed to work with Emily L. on this. Board director terms of Kate, Ilaria, Tam and Molly will expire in June 2020. The final candidate list has to go to Karin by late March for the annual report printing and store signs. The Board will appoint a replacement for R.J. who will be resigning later this winter due to relocating to Montpelier.

Winter retreat: It was confirmed that the retreat will be on January 26th at the Nichols House on Weybridge St. from 9:00-3:00 with arrival time of 8:30. The regular meeting agenda will start at 2:00. Michael Healy will facilitate the discussion of Co-op Ends and core values as corner stones of policy governance. There will be a focus on how to better incorporate equity, diversity and inclusion with a broad view. Glenn mentioned a NCG consumer research video about co-op image, what are barriers and what attracts people to Co-ops. The Board agreed they would like to watch this at the retreat.

(Esther left the meeting at 7:15)

GM Report: Glenn reported on the reorganization of the Cave for store back stock. The Board agreed they will come for a tour at 6:15 before the February meeting. The Board also agreed to continue to have their meetings at 13 Washington St for the coming months.

R.J. asked about lower sales growth. Glenn said that it has been found in market studies that co-ops that expand in the existing locations mature faster than new stores in a new location and sales growth is more challenging in year two. It was suggested that the new Mad Taco and reopening of Greg's Market could account for lower deli sales. Glenn said the hot bar on evenings and weekends will start soon. How weekly sales and member deals effect whole store growth was discussed. As these rotate through different departments the effects are not the same

year to year. In addition, Wellness lost Nature's Gate and Kiss My Face, two very popular brands. Competition from large stores also has an effect so there are many variables.

Glenn explained the details of the Cooperative Community Fund (CCF). This is a newly formed Fund to which MNFC has contributed \$5,000 (matched by another \$5,000 by Cabot Cheese). This Fund invests the money donated by co-ops and uses the interest earned to support co-ops of all sorts. A percentage of profits that is sent back to donating co-ops is in turn given to the charitable organizations of the co-op's choice as a means of supporting community non-profits.

Glenn reported that the Rutland Co-op has been slowly and steadily becoming more successful, completing a list of tasks in order to be included in NCG.

EL 7 – Communication to the Board and EL 8 – Board Logistical Support: Molly noted that section 7.2 is confusing and it was agreed to consider it when EL editing takes place at another time.

It was agreed that EL 7 and 8 were on time with reasonable interpretation of sufficient data and in compliance.

BMR 2 – Accountability of the GM, BMR 3 – Delegation to the GM and BMR 4 – Evaluating the GM: It was agreed that the Board/management relationship is clear, delegating is going well and there is a clear understanding of what Board work is and what is not. There is good reporting with strong accountability.

Tam asked if the Board thought there should be more process in reviewing BMR's. Should there be more consideration of details and is there a need to add criteria for monitoring. Should "are we..." questions be used to give more structure to BMR's. Being more intentional and having a record of Board work and interpretation of BMR's might help. Lynn said if things were not going well the Board would act to correct it by going to the policies. It was suggested that Michael be consulted on how other co-ops do their monitoring.

Executive Session: At 8:04 the Board voted all in favor of a motion by Ilaria, seconded by Erin, to go into Executive Session for the GM annual review. The Board voted all in favor to come out of Executive Session at 8:36 on a motion by Ilaria, seconded by Molly.

Adjournment: At 8:38 the meeting was adjourned with all voting in favor of a motion by R.J., seconded by Erin.

Respectfully submitted by Victoria DeWind