

Moscow Food Co-op Monthly Board of Directors' Meeting Tuesday, April 8, 2014, 6 p.m.

Present: Bill Beck, Colette DePhelps, Douglas Glenn Holloway, Kurt Obermayr, Julia Parker, Idgi Potter (Board); Melinda Schab (General Manager); Joan Rutkowski (Administrative Assistant)

Facilitator: Kay Keskinen

Guests: Hunt Paddison, Tiffany Harms, Josh Pilon, and Dave Richards

MEMBER FORUM

Dave Richards and Josh Pilon talked about their desire for formal support from the Moscow Food Co-op for their effort to start a food cooperative in Lewiston. Prior to the meeting they submitted a request for the Board's consideration: they asked the Board to pass a resolution affirming support for a food cooperative in Lewiston and directing management to assist in the co-op's creation so long as the efforts do not interfere with existing job requirements or result in additional costs to the Moscow Food Co-op.

Dave said that having support in writing would demonstrate to their community that the Moscow Food Co-op is willing to help and guide their effort. Dave said this would lend validity and value to their effort without placing any burden on the Moscow Food Co-op. It would demonstrate that the two co-ops do not see each other as competitors but rather as collaborators.

Colette said that she put this on the agenda as a discussion item and not a proposal because the Board needs to consider what it could mean to pass such a motion; the Board has never been asked to pass a resolution for such an effort before. The Board supports the forming of other cooperatives, and management has provided informal advice and support to such efforts before. Colette wondered if a letter of support or some other option would be a better route than a motion for expressing support. She does not want to create any misperception about how much the Co-op can do for the Lewiston effort.

Dave said they are not stuck on the motion's wording or having the support come through a resolution. He shared their tentative timeline and what they've done so far to make a Lewiston food cooperative happen. They have the support of the director of Beautiful Downtown Lewiston, and they are starting to work on a business plan and feasibility study. They hope to secure a building and begin business within three years, and soon after that be in position to purchase the building.

The Board reiterated that Melinda has latitude to lend knowledge and support. However, management is not able to walk them through the steps of how to start a Co-op. The national network of cooperatives provides resources with this guidance, and Melinda has shared with Dave and Josh information on how to access these resources.

The Board agreed to finalize discussion about writing a letter of support for Josh and Dave's efforts during the business agenda.

STUDY & ENGAGEMENT: Board Professional Growth Goals

Directors discussed the results of their self-evaluations of Board performance in 2013. They agreed that the following items should be goals for the Board's professional development:

- Engage owners and create enthusiasm for committee participation and the Co-op's vision and principles
- Energize Board committees
- Strengthen decision-making processes through more consistent use of Parliamentary procedures during Board meetings. This could include:
 - being clearer about the intent of discussions
 - using procedure to help with circular discussions
 - moving more of the Board's discussion and brainstorming to the committee level and to Study & Engagement and keeping the business agenda more focused on specifically defined considerations

Tiffany shared that the Advancement department would like to have a closer relationship with the Board for planning shared efforts. She saw a good model for this at Central Co-op in Seattle. It could involve meeting as needed to clarify what needs to be done for events such as the Annual Meeting and to develop ideas for other owner engagement efforts.

Action: The Professional Development Committee will determine whether any of the Board's goals from the April Study & Engagement need to become action items for the Board or for specific committees.

CONSENT AGENDA

Minutes:

Motion to accept the March 2014 BOD meeting minutes, seconded, **passed 6-0-0**

GM Compliance Reports:

Policy A1.4: Meeting Customer Needs

The General Manager (GM) provided a written report about the Co-op's efforts to provide owners and customers access to a diverse array of food, goods, and services that meet their needs.

- Directors were pleased with the report in general and the chart data.
- Julia wondered about choosing to interpret "accomplishment" as an increase in sales and membership.
- It would be good to mention our support for groups such as the Greater Palouse Meat Producers in this report.
- Directors discussed their interpretations of trends in daily customer count, sales, and membership numbers.

Motion to accept A1.4 and find it in compliance, seconded, **passed 6-0-0**

Policy B3: Communication and Counsel to the Board

The GM provided a written report about events and trends affecting store performance and stability.

- It was noted that Policy B3 refers to an Annual Business Plan even though the Board hasn't settled on whether a business plan needs to be done annually. Many businesses have business plans that cover a few years at a time. Melinda said that her plan covers three years, and it will be updated each year based on progress and changes. Glenn said that he has a business plan format that helps separate updates from the fundamentals.
- The Board appreciated the summary about the Farmer Mixer Recap and the effort behind the mixer. The Co-op should spread the word about this success.

Action: Policy & Bylaw will consider clarifying whether B3 should instead reference the business plan as a three-year plan that gets updated annually.

Motion to accept B3 and find it in compliance, seconded, **passed 6-0-0**

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

The North Idaho Athletic Club would like to offer Board members the same annual pass discount it offers staff members.

The Board's Google Site has been rebuilt and enhanced to make documents easier to find.

Ongoing Action Items

- Melinda will ask Deb if she can make inactive committees show up as such in the budget. *April: In Process*
- The Board will review its financial indicators after the Strategic Plan update is finalized. *April: To do when ready*
- The Owner Engagement Committee will develop a draft Communications Plan for owner engagement. *April: In Process*
- The Owner Engagement Committee will create a call for owners to join the committee. *April: In Process*
- The draft Nominations & Elections Charter will be updated to reflect any changes made to how special membership meetings and elections are overseen and to clarify that the committee conducts candidate orientations (not new director orientations, which are done by Professional Development). *April: Joan has fixed the orientation info; based on outcome from P&B consideration of special meeting/election oversight issue she or someone else will update the charter*
- After Board approval, Joan will send Tiffany the approved elections committee charter to help publicize the PO openings. *April: To do when charter is ready*
- The Policy & Bylaw Committee will consider how to address the need for a procedure that guides Board appointments. *April: To Do*
- P&B will research how to handle oversight of special membership meetings and elections and consider how to align related policies with what our bylaws say about this topic. *April: To Do*
- P&B will draft policy changes that address what's needed to guide future Strategic Plan processes. *April: To Do*
- The PO program discussion could include whether to seek feedback from POs and/or owners on how the Board's discount should be structured and/or whether to consider Board stipends. *April: This is a reminder for when Ad Hoc committee forms*
- If and when it's needed, Melinda will produce a written Market Opportunity Report on growth opportunities/ideas. She also could consult with Development Cooperative about what support they can provide, including developing a pro forma.
- If so directed by the updated Strategic Plan, Member Engagement will consider how to involve owners in the growth conversation/process; this effort will include feedback from the Strategic Plan Update.

DONE

- ✓ If so directed by the updated Strategic Plan, in May or at the Spring Retreat the Board will engage in education about growth, including reading the "Growth Roadway" article. *Done: on Study & Engagement agenda for May*
- ✓ Directors will review the Board's self-evaluation results and by March 30th each send to the Professional Development Committee (Colette & Idgi) three items they think should be emphasized as goals for the Board for 2014. *Done during meeting*
- ✓ By April 1st, the Professional Development Committee will submit for the Board agenda packet a proposal for the Board's goals based on directors' feedback on the self-evaluation (to be discussed in Study & Engagement). *Addressed during meeting*

- ✓ Melinda and Tammy will actively recruit owners for a recruitment/nominations subcommittee. This committee could involve the BOD Secretary and at least 3 POs. *April: Revised; will be done by elections committee as part of its regular duties.*
- ✓ The elections committee will share with its recruitment subcommittee the ideas generated at the spring 2013 retreat. *April: Revised; will be done by elections committee as part of its regular duties.*
- ✓ Joan will track down the CLBD Café materials from the March 1st session in Portland to share with the full Board and Melinda. *Done: Materials on Google Site in Owner Engagement section*
- ✓ Based on the February Board meeting, the GM and Board President will consider how to improve the financial reporting process. *DONE*
- ✓ Directors should provide feedback on the Owner Engagement Committee's draft charter, and the committee will finalize its draft for submission for the April Board meeting. *No feedback; update was submitted for April.*
- ✓ The Executive Committee and Melinda will meet to finalize plans for the Annual Report and Annual Meeting.
- ✓ Julia, Idgi, and Bill will develop a detailed committee description to help guide the formation of the Ad Hoc Participating Owner Program committee.
- ✓ Joan will tell Sarah that she should use the Annual Meeting preview that Idgi submitted earlier and also fill in the Annual Meeting details as they are finalized. *Idgi emailed it*
- ✓ Melinda will provide the Board more specific information from our IT Manager on how we protect customer information. *Emailed 3/13*
- ✓ Tammy's article about her leaving and the opening should say something to that effect that "the Board hopes to fill the opening by appointment at the May meeting" and that those interested should contact the elections committee at boardelections@moscowfood.coop as soon as possible.

CONFIRM AGENDA

Addition: The Board will discuss whether to provide the Store Operations Manager with a complete agenda packet.

Addition: If there is time, the Board will reflect upon the recent annual meeting.

BUSINESS AGENDA

GM financial report/Monthly update (report)

The GM provided a written report, per Policy B9, about the Co-op's financial activity.

Motion to accept the financial reports as in compliance, seconded, **passed 6-0-0**

Action: Melinda will incorporate the NCGA financial guidelines into or alongside the charts that involve those indicators.

Director Seating (report)

The Board welcomed Douglas Glenn Holloway to the Board. In March he was elected to the Board and Kurt Obermayr was re-elected. The Board also noted its acceptance of Tammy Parker's resignation, which was emailed on March 14th. Directors signed a new copy of Policy D11, the Code of Conduct.

Officer Election (proposal)

The Board elected its new officers. Directors agreed to keep the merged Vice President/Secretary position, in addition to the separate President and Treasurer roles.

- Colette DePhelps was unanimously elected as Board President by acclamation

- Motion to elect Glenn Holloway as Vice President/Secretary, seconded, passed 5-0-1
- Idgi Potter was unanimously elected as Treasurer by acclamation

Committee Assignments (proposal)

Directors are asked to sign up for two committees and chair one of those committees. Directors can serve on more than two committees. The new committee assignments are:

- Professional Development: This committee is populated by the Board's Executive Committee (Colette, Glenn, and Idgi) and is open to others. Glenn will serve as its chair.
- Strategic Initiatives: This committee is populated by the Board's Executive Committee (Colette, Glenn, and Idgi), is open to others, and also helps form ad hoc committees as needed. Colette will continue as its chair.
- Owner Engagement: Julia, Bill, and Melinda will serve on this committee; Julia will be its chair.

Tiffany Harms, the Co-op's Advancement Manager, will attend Owner Engagement meetings as needed. When the Board considers its upcoming commitments and meeting assignments, it will also take time to consider whether a joint Owner Engagement meeting is needed with Co-op Advancement staff.

- Nominations & Elections: Bill, Kurt, and Melinda will serve on this committee, which also is open to others. Bill will be its chair.

This committee will take on Board recruitment efforts and no longer seek to start a subcommittee for this work; the subcommittee has been advertised for a few months and only one Participating Owner has come forward to help.

Action: The Nominations & Elections Committee will reach out to the PO who is helping with recruitment and invite her to work with the committee on this.

- Policy & Bylaw: Kurt, Idgi, Bill, and Julia will serve on this committee, which also is open to others. Kurt will continue as its chair.

Lewiston Resolution Request (discussion)

Directors expressed agreement that they would like to see the establishment of a food cooperative in Lewiston. A letter of support would be a good way to convey this, rather than through a motion, and it needs to be written so that it does not give the impression that our support obligates staff time for the effort.

Action: Julia will draft a letter of support for the Lewiston co-op effort and send it to Colette and Melinda for consideration in advance of the May Board meeting.

Board Policy Compliance D8 & D9 (proposal)

The group reviewed outcomes from the monitoring surveys for Policies D8 (Relationship to other Co-ops) and D9 (Board Member Nominations). The survey reports come to the Board motioned and seconded when the results show compliance.

- Melinda may want to review what the different credit unions can provide for business banking.
- **Action:** The 2015 survey for Policy D8 should separate question #2 into two parts.

- Some survey questions could use a “not applicable” option for response.
- Some questions expressed in comments for Policy D9 are already being addressed.

Motion to find the Board in compliance with Policy D8, seconded, passed 6-0-0
 Motion to find the Board in compliance with Policy D9, seconded, passed 6-0-0

Action: The Elections Committee will develop a recruitment plan to present at the Board’s July meeting.
Action: Joan will create a Survey Monkey for C2 and Melinda can provide informal feedback on a hard copy version of the survey.

Ad Hoc PO Committee Charter draft (proposal)

The Board considered a draft charter for the Ad Hoc Participating Owner Committee.
 Motion to accept the Ad Hoc PO Program committee charter, seconded, passed 6-0-0

- The charter does not preclude the committee from exploring the Board’s compensation/discount, nor does it commit the committee to considering the topic.
- The committee is ad hoc to the Owner Engagement Committee.
- Julia and Idgi agreed to serve as the two Board members. Once the full committee is formed the group will choose its chair.
- **Action:** At the May Board meeting Julia and Idgi will present non-Board member names to fill the remaining openings on the Ad Hoc Participating Owner Committee.

Owner Engagement Charter draft (proposal)

The Board considered a draft charter for the Owner Engagement Committee. The draft charter talks about establishing policies. Julia said this seems appropriate given the Board’s focus on governance and the fact that the Co-op has a department that is largely focused on owner engagement.

It was noted that some committees, such as the elections committee, are involved in active work as a means to implement policy. Is Owner Engagement more about the means to engage owners? Could it take the lead on organizing some events? Could it be the engine behind an owner engagement plan?

There is a need to figure out how to handle the overlap between Board and staff efforts to engage owners. Bill expressed support for joint efforts.

Action: The Owner Engagement Committee will meet to finalize the latest draft committee charter for submission to the Board.

Spring Retreat details (discussion)

The executive committee had its monthly phone call with Todd Wallace. Todd is drafting a retreat agenda that will soon be sent to the full Board.

Directors explored the pros and cons of staying in town versus out of town for the retreat. Regardless of where the group has its retreat, a few directors will not be staying overnight.

Action: Before April 16th Colette will check out the Palouse Divide Lodge accommodations and confirm what we reserve.

Packet for Hunt (discussion)

The Board agreed that it is acceptable for Hunt Paddison, the Store Operations Manager, to receive a complete agenda packet.

Committee Reports (report)

Board committee members shared information about their activities following the last Board meeting.

Policy & Bylaw: will meet next week.

Owner Engagement: has been working on its charter.

Nominations & Elections: will start more active recruitment efforts. Bill has added several names to the recruitment list through his informal conversations in the community. He will be contacting people on the list to let them know of the Board opening.

Strategic Initiatives: has distributed a flyer about the draft strategic priorities that also asks for feedback. Colette and Melinda also talked briefly about producing an “outcomes report” on the first Strategic Plan that provides both closure and promotion for the Co-op.

Annual Meeting Recap:

Directors reflected upon how well the recent Annual Meeting went and discussed different formats for the meeting:

- Day and time are important: a mid-day gathering on a weekend can interfere with people’s plans and prevent some from attending. Sunday is not a good time for church-goers.
- The format should allow time and space for people to be able to informally talk to each other.
- Dinners have a mixed track record. They provide a nice atmosphere, but it can be financially risky to commit to catering something that people may not show up for; this happened one year. A formal dinner may not be as attractive to people who are new to the Co-op community.
- Outdoor events, such as last year’s carnival, are a nice, relaxed way to draw in people who are new to the community or to being involved in the Co-op beyond shopping. They also can attract people who are just wandering by the store. Attention needs to be given to making sure the Board’s message is not lost in the party atmosphere.
- If we want to commit to another outdoor event, we’ll need to contend with uncertainty about the weather. Per the bylaws, we are locked into having the Annual Meeting follow the Board election and precede the seating of newly elected directors. The Board could consider pushing the election to April and having new terms begin in May. Perhaps the meeting could coincide with Earth Day events. People start leaving town for the summer in May.
- Planning for the Annual Meeting needs to begin sooner, about 2-3 months before the event; at least one meeting is needed at the outset to establish the general plan and get people going on their responsibilities.

Action: Joan will add a January calendar reminder for the Board/Treasurer to begin planning for the Annual Meeting.

BOARD ASSIGNMENTS AND MEETING REVIEW

Newsletter Assignments

Due 4/15: At-Will article – Colette & Melinda

Due 4/15: Annual Meeting Recap – Kurt

Due 4/15: Introduction to Glenn – Glenn

Due 5/15: Appointment result – Bill/Elections Committee

Due 5/15: Committee information/recruitment – TBD

Due 6/15: Retreat synopsis – TBD

The Board also is welcome to submit timely information to the Co-op's blog.

Breakfast with the Board (BWB)

April 12th: Inviting feedback on the draft Strategic Plan priorities (ideas for goals and any missing priorities) - Julia/Colette

We will not have a Breakfast with the Board in May. It would happen on May 10th per its normal schedule; however, that is WSU's graduation weekend and the store is very busy that Saturday. Joan will note this when she submits her routine Board dates to the newsletter.

Action: Melinda and Hunt will talk with managers to help propose summer dates for a joint Board/Management dinner gathering.

Study & Engagement

May 13th: The Board will discuss the "Growth Highway" article that Todd recommended.

Joint Owner Engagement/Advancement meeting

This agenda time will be used to determine if a joint meeting is needed in the near future. Owner Engagement will be meeting soon for its first regular meeting, and it will involve Tiffany.

Action: Joan will track down the Growth Highway article for May's Study & Engagement.

Action: Glenn will be the timekeeper during the May Board meeting.

Regular meeting adjourned at 8:34 p.m.

Notes taken by Joan Rutkowski

The Executive Session topic was "Grievance Policy," and the time was used to consider whether policy is needed to guide when and how concerns or grievance matters regarding the GM should involve the Board.

Action: Policy & Bylaw will draft grievance policy information that provides guidance for when concerns should involve the Board and how the Board's response could unfold.

The next meeting will be Tuesday, May 13, at 6 p.m. (with dinner beginning at 5:30 p.m.) in the Fiske Room of the 1912 Center.

Signature of the Board President

Date