**Moscow Food Cooperative Board of Directors Meeting**

**Tuesday, June 12, 2012 6 p.m.**

Present: Colette DePhelps, Tammy Parker, Kurt Obermayr, Bill London, Kimberly Vincent, Andrika Kuhle, Deb Reynolds, Joan McDougall, Theresa Nuhn, Kay Keskinen

Absent: Donal Wilkinson

Guests: Brennus Moody, Kyle Parkins

**6:00 pm – Study and Engagement: GM Hiring Toolbox**

Lessons Learned:

* + Make sure that GM committee does initial phone screening rather than relying on consultant.
  + Rethink ranking so that strategic skills and retail skills can be seen more clearly, and both skill sets can evaluated separately. Revisit weighting of skills.
  + Advertise in Cooperative Grocer
  + Add emphasis of understanding of values and culture of MFC and community; hope to encourage local people.
  + Schedule on-site interviews at time of phone interview
  + Listen to intuition
  + Get lots of time with candidate(s)
  + Need to keep GM job description current.
  + Be aware that some applicants may have good GM skills but not be a good application writer.

Search committee considered a “head hunter” service, but that is too costly.

**6:40 pm – Minutes corrections or amendments:**

Discussion regarding study and engagement – need to make some action items from that discussion.

Notes not clearly conveyed to a reader regarding what was decided to focus on. “Somebody” should work on pulling out action items. Give to a committee – Professional Development.

Action Item: Professional Development Committee will look over minutes of the May meeting and create an action list.

Can we hyperlink to the Berkeley Food Coop article?

Action Item: Andrika will contact Lida to get article hyperlinked in minutes on website.

**MOTION:** Minutes passed as amended. Passed 6-0.

**6:40 pm – Policy B3 Communication and Counsel to the Board.** Discussion. Board members appreciate the level of detail provided in the compliance report.

**Motion:** To accept report and find Policy B3 in compliance. Passed 6-0.

**6:45 pm –Policy B5** Customer Service as Value. GM Team was asked how staff is trained to interact with negative customers. Theresa explained training – workshop, employment screening, talk to employees with negative interactions, staff should feel supported. Negative incidents are rare.

Question: Does the Board need to have some kind of policy for negative interactions? GM Team and others felt there is no need for a policy. Staff deals with people on a case-by-case basis and find best and most supportive way to deal with different people.

Using a “Secret Shopper” service. Did staff know? No. Staff did not seem to mind – seems to be a typical part of retail business. One employee expressed appreciation for the Secret Shopper – it provides valuable feedback; it is part of working in retail business.

**MOTION:** To accept and find Policy B5 in compliance. Passed 6-0.

**6:57: Brief announcements – none**

Action Items:

New Board Administrator: Post the contact information from the B-4 (Succession Plan) to the wiki.

New Board Admin – look for Gary and Carol’s report on patronage dividends and taxes (possibly in packet from December 2009).

Professional Development Committee: Clarify how to plan future Board retreats.

August Agenda: Schedule Study and Engagement in August around transparency and board retreats (Kurt can’t attend meeting but will send write thoughts ahead of time.

Future Agenda Item: Who takes care of the Board Bulletin Board?

**7:10 pm – Confirm Agenda**

Question – Will our upward sales trend continue or taper off? Products similar to what we sell are becoming more abundant in other stores. However, people are very aware about what they are eating. We get people from far away. Meat brings in new customers. Journals don’t predict anything negative for Co-ops and natural food stores. Food scares generally increase sales in Co-op. Media brings food quality and safety to people’s attention. Education does a lot to teach people about how to use foods we sell. People want to cook but don’t always have time. Customers value our high food quality.

Question: Are our accounts still FDIC insured? Yes.

Question: How are “we” protected regarding food quality? Staff is diligent about food quality regulations and watching for recalls.

Question: Does the Co-op require vendors to have product liability? Is this important for our Co-op to consider this? So far that has not been required for us.

ACTION ITEM: Joan will inquire about product liability insurance for vendors.

**MOTION: Accept and find B8 in compliance. Passed 6-0.**

**7:15 pm – GM Search Update:** Ahead of schedule! Committee has met twice and will meet next on June 26. Bill wonders about feedback for his article. He will send to full Board and asks for prompt feedback because deadline is in two days.

Next meeting will be about advertising. Committee wonders if there is a Co-op database.

Action Item: Joan will find out if there is a list of Co-op addresses and give to Colette.

Colette will attend CCMA as part of GM Search. Colette has cards and half page announcement. Job description is on website.

Gina Tarusio will serve on Search Committee for HR expertise.

**7:24 pm – Website Update:** GM Team is gathering information about who may be able to help with website. May be able to consider proposals sometime in mid to late July. The idea is to put out a call for proposals to redesign website and then keep maintenance in house. We will use a more user-friendly platform in the future.

**7:27 pm – Policy D3: Board President’s Role**

QUESTION: What is our process? When a policy comes from committee, it comes with a motion and a second. Is everyone comfortable with that? Yes…

Points 2, 3 and 5 are new. Want President to communicate with the Board.

**Motion to Amend Motion**: Delete Point 4 (and renumber). Seconded. Passed 6-0.

**Motion** to accept amended Policy D3. Passed 6-0.

**POLICY D3: BOARD PRESIDENT'S ROLE**

The President is responsible for the integrity of the board's process. The President is the only person authorized to speak to the public for the co-op except for the General Manager, other than in rare and specifically authorized instances.

1. The President ensures that the board abides by its own rules and those legitimately imposed upon it from outside the organization. The President chairs board meetings with all the commonly accepted responsibility of that position and in this capacity:
   * Ensures the agenda is prepared and distributed in a timely fashion.
   * Manages the discussion content to consist of those issues which, according to board policy, clearly belong to the board to decide, not the General Manager.
   * Facilitates deliberations in an efficient, fair, orderly and thorough manner so that decisions keep to the point and all board members are provided an opportunity to express their views.
2. The President designates issues and/or decisions to be discussed in Executive Session. Executive Session, whether used or not, is to be included on every Board meeting agenda.
3. Communication with the board. The President will communicate all potential decisions that are discussed with the General Manager or the legal counsel in a timely manner. If decisions or issues are related to employment, legal issues or otherwise proprietary in nature, the President may choose to relay them to the Board during Executive Session.
4. The President is also charged with ensuring that the committee chairs are meeting their duties and to report to the board when said chairs are not meeting their duties.

*This policy shall be monitored annually by direct inspection*

Approved by the Board of Directors, June 12, 2012

**7:37 pm – Policy D9: Board Member Nominating and Election Process.**

Suggestion: Put “Any member of the Co-op Board who applies for a Co-op management position must resign from the Board when applying.

ACTION ITEM: Policy and Bylaw Committee will insert phrase into Code of Conduct.

Question: Clarification of two calendar years = one election cycle?

Any member who applied for a management position. During our retreat, we discussed that management is the overriding conflict.

“Any member who applied for a management position at the Co-op, and/or who left a management position at the Co-op, is ineligible to run in the next Board election following his or her application or departure.”

Question: What happens if there is an “other” conflict of interest. “The election committee must bring to the Board (for approval) any candidates who are determined ineligible. The Board must approve disqualification of candidates determined ineligible.

Sent back to Policy and Bylaw Committee for wordsmithing. Also consider timing for ineligibility determination.

**7:50 pm – Elections report.** Once Conflict of Interest Policy is determined then can insert. There is a timeline for 12-month election cycle. Might be in an election report.

ACTION ITEM – Election Committee needs to find the timeline. Donal may have it, or it may be in a report written by Dena Neese in 2010.

**7:54 pm – Forum comments:** Members rated email and newsletter the highest. There are now three email “opt-in” lists. Bill suggests creating a 4th list to send out (approved) minutes, and short (two paragraph) board article. Board decided not to write a summary article.

To be emailed before the meeting:

* Member Packet

To be emailed after the meeting:

* Approved Packet
* Final Newsletter article.

Also include a link to these documents in the email.

**8:06 pm – Strategic Initiatives Update:**

Question: Should we be trying move Strategic Initiatives Committee forward?

SI and its two subcommittees (Green Commerce and Education and Outreach) will be on hold until the GM Search is completed. The Committee will correspond with existing members to inform them of the inactivity. Tammy and Andrika will write a Draft Committee Charter.

Action Item: Andrika and Tammy will communicate with everyone about what is going on and table the committee. They will also create a DRAFT committee charter. Tammy will transfer to the Professional Development committee in place of Kimberly.

July 14 Breakfast with the Board: Kurt, Kimberly.

**8:13 pm – Meeting is adjourned. Board went into Executive Session.**

Notes taken by Andrika Kuhle

The next meeting will be Tuesday, July 10th at 6:00, with dinner at 5:30, in the Fiske Room of the 1912 Center

Signature of the Board President Date

**JUNE 2012 ACTION ITEMS**

**ACTION:** Professional Development Committee will look over minutes of the May meeting and create an action list.

**ACTION:** Andrika will contact Lida to get Berkeley Food co-op article hyperlinked in minutes on website.

**ACTION:** Joan R. will post the contact information from the B-4 (Succession Plan) to the Wiki.

**ACTION:** Joan R. will look for Gary and Carol’s report on patronage dividends and taxes (possibly in packet from December 2009).

**ACTION:** The Professional Development Committee will clarify how to plan future Board retreats.

**ACTION:** Schedule Study and Engagement in August around transparency and board retreats; Kurt will send thoughts ahead of time because he can’t attend meeting.

**ACTION:** Joan R. will put on a future agenda discussion about who takes care of the Board Bulletin Board.

**ACTION:** Joan M. will inquire about product liability insurance for vendors.

**ACTION:** Joan M. will find out if there is a list of Co-op addresses and give to Colette.

**ACTION:** Policy and Bylaw Committee will insert suggested phrase (in June notes) into Code of Conduct.

**ACTION:** Election Committee will find the timeline for the 12-month election cycle. (Donal may have it, or it may be in a report written by Dena Neese in 2010.)

**ACTION:**  Andrika and Tammy will communicate with everyone about what is going on and table the Strategic Initiatives Committee. They will also create a DRAFT committee charter. Tammy will transfer to the Professional Development committee in place of Kimberly.