

Moscow Food Co-op Monthly Board of Directors Meeting
Monday, October 7, 2019
Fiske Room, 1912 Center, Moscow, ID

Present: Melinda Schab (GM), Dave Sutherland (President), Cheyne Mayer (Co-Secretary/
Treasurer), Laurene Sorensen (Co-Secretary/Treasurer), Rob Ely, Alice Ma, Ken Hart, Mark Thorne,
Isabel Barbuto, Willow Venzke (Board Admin)

Absent: Carol McFarland (Vice President)

Facilitator: Dave Sutherland

Guests: -

Eight of nine Directors present; a quorum is reached.

OWNER FORUM

Owner Forum is a time for the Board to listen to owner comments. The Board will, if requested, follow up by e-mail after the meeting.

There were no owners present.

CONSENT AGENDA

Draft Minutes (MD)

Motion to approve the September 2019 minutes, seconded, **passed 7-0-1.**

GENERAL MANAGER FYI REPORT

OWNERS

- We recruited 234 new owners in August 2019, compared to 272 in August 2018.

MARKETING

- Round-up at the registers coming up in October! We're holding a round-up campaign for Co-op Month (October) during which time we'll be asking customers to round up their totals at the register to add money to our Cooperative Community Fund. The amount that Co-op shoppers donate up to \$1,000 will be matched by the Moscow Food Co-op and matched again by Equal Exchange & Frontier Co-op (half each). \$1,000 in donations from shoppers = \$3,000 to our Cooperative Community Fund.
- Events:
 - Healthy Eating on a Budget – due to declining attendance Marketing has increased their advertising spending on class promotions. The next class, Fruits and Vegetables, is scheduled for October 26th at 4:30 p.m.
 - The next Food For Thought film series film Sustainable airs on October 17, 2019 at 7 p.m. at the Kenworthy.
 - New Owner Store Tours are now regularly scheduled for the first Saturday of the month at 2pm. The next tours are October 5th and November 2nd.

- Around the store:
 - We have some interior design projects in progress:
 - Updating the flags hanging at the front of the store
 - Prepping for Co-op Month's art show
 - Updating marquee signage
 - Designing vinyl wrap for our future delivery van
- Media Coverage
 - We had a great photoshoot with UI Creative Services who will be using Co-op photos in future university promotions.
 - We had an interview with Malu Santos of CWPB and Murrow News * about the Dime in Time program.
 - We had more than 20 media placements total in September, with stories picked up by five different outlets.

PHYSICAL PLANT

- We installed an air curtain on the loading dock doors. This will help regulate temperature in the backroom and will keep bugs outside.
- Bakehouse equipment will be hooked up in stages until we're up and running.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

Owner Engagement (*internal action items kept separately*)

Nominations and Elections (*internal action items kept separately*)

1. The Nominations & Elections committee will create an SOP for filling a Board vacancy and will get help from Policy & Bylaw if needed.

Policy & Bylaw (*internal action items kept separately*)

1. Policy & Bylaw will look for Board references to "Strategic Plan" throughout the policies.
2. Policy & Bylaw will create job descriptions for Executive Committee positions.
3. Policy & Bylaw will create a draft of the Board's Mission Statement.
4. Policy & Bylaw will reevaluate the policy monitoring survey process.
5. Policy & Bylaw will review Policy D2 for monitorability.
6. Policy & Bylaw will review Policy D3 for monitorability.
7. Policy & Bylaw will review Policy D4 for monitorability.
8. Policy & Bylaw will review Policy C9, #4 to include "...in accordance with Moscow Food Co-op bylaws".

Executive Committee (*internal action items kept separately*)

1. The Executive Committee will investigate how to evaluate GM compensation.
2. The new Executive Committee will review Policy D5.
3. The Executive Committee will draft a statement regarding the Board's commitment to workplace excellence.
4. The Executive Committee will look at the historical number of owners.

General

1. The Board will discuss internal Board policy monitoring at a future executive session.
2. At an upcoming Board retreat or work session, the Board will spend time learning how to read and understand financial statements.

DONE

- ✓ Willow will add approval of the Board Election Packet to the October agenda.
- ✓ Willow will reserve a van for travel to the Co-op Café.
- ✓ Willow will add a discussion of going bagless to the October Board meeting agenda.
- ✓ Willow will add a discussion on hours of operation to the October agenda.
- ✓ Nominations & Elections will make the suggested edits to the Election Packet.
- ✓ The new Executive Committee will take on continuing education.
- ✓ The Board will discuss employee health insurance coverage in September 2019.
- ✓ Melinda will get the health inspector's contact information from Kerry and share it with the Board.
- ✓ Melinda will ask the Sustainability Committee to research the environmental impact of single use paper bags and reusable bags as compared to single use plastic bags.
- ✓ Melinda will ask Cashiers about the possibility of offering used paper bags at the registers.
- ✓ Melinda will look into hourly sales more closely and bring those to the October Board meeting.
- ✓ Carol will follow up with Todd regarding him sharing his financial education resources.

CONFIRM AGENDA

The agenda stands as is.

BUSINESS AGENDA

GM Monitoring Report (MD)

Policy B4: Membership Rights and Responsibilities

Motion to send Policy B4 to Policy & Bylaw for revision, seconded, **passed 8-0-0**.

Action: Policy & Bylaw will review Policy B4 for monitorability.

Historically, the Board hasn't declared a process for determining whether to pay patronage dividends.

Action: Melinda will look at previous years when we've paid out patronage dividends to see what our net income was before dividends were declared.

Action: Willow will add a discussion on Patronage Dividends to the November agenda.

Motion to accept Policy B4: Membership Rights and Responsibilities, seconded, **passed 8-0-0**.

Policy B8: Board Logistical Support

Action: Willow will add committee charters to the Board's private website.

Motion to accept Policy B8: Board Logistical Support, seconded, passed 8-0-0.

Board Monitoring Reports (MD)

Policy C7: Board Committee Principles

Motion to send Policy C7 to Policy & Bylaw for revision, seconded, passed 8-0-0.

Action: Policy & Bylaw will review Policy C7 for monitorability.

Call to vote, passed 8-0-0.

Policy C8: Governance Investment

Motion to send Policy C8 to Policy & Bylaw for revision, seconded, passed 8-0-0.

Action: Policy & Bylaw will review Policy C8 for monitorability.

Action: Willow will remove the "strongly disagree" and "strongly agree" options on Board surveys.

Call to vote, passed 8-0-0.

Policy C10: Process for Distributing a Petition

Motion to permit Willow to change member/membership to owner/ownership globally in the Board's policies, seconded, passed 8-0-0.

Call to vote, passed 8-0-0.

Board Election Packet Approval (MD)

The Board suggested several small grammatical edits to the Election Packet.

Motion to approve Board Election Packet with amendments, seconded, passed 7-0-1.

CBLD Enrollment (PI)

Motion to pursue a contract with Columinate in form and substance acceptable to the Board in which consulting hours are shared between the Board and GM, seconded, passed 8-0-0.

Owners Week Recap (SI)

The Board enjoyed tabling and interacting with owners for Owners Week. It was suggested that next year, the Board could ask owners to complete a survey in exchange for a piece of fruit.

Co-op Café Recap (SI)

The five Board members who were able to attend the Co-op Café in Portland last weekend enjoyed the experience and felt that the meeting was very valuable. They shared highlights with the rest of the Board.

Organics Forum Recap (SI)

The Board felt that the Forum went well.

- Kenton Bird did a great job as moderator.
- The panelists did well and were very kind with each other, even when their opinions diverged.
- The Forum was pretty well attended (about 70 people were there).
- The Owner Engagement Committee debriefed after the forum. They were happy with how it went, and they identified some ways to improve next time.

Hours of Operation (SI)

Last month hours of operation were discussed. Melinda provided additional data to the Board, and they discussed closing the store at 8 p.m. vs. 9 p.m.

Action: Melinda will calculate payroll for the hours of 8-9 p.m.

Tasteful Thursdays (PI)

Action: Willow will send the Board a signup sheet for Tasteful Thursdays.

The Board would like:

- To interact with owners while offering an inviting sample.
- A chance to have longer conversations with owners, which is easier to do when tables are spread throughout the store rather than concentrated in the Deli.

Action: Willow will add a discussion on Tasteful Thursdays to the Owner Engagement agenda.

Bag Options (SI)

The Board continued their discussion on disposable plastic and paper bags, including whether to charge for bags or whether to eliminate all single-use bags at the registers.

Moving forward, Melinda will discuss with her team the best way to educate consumers on the cost and environmental impact of all single-use bags, not just plastic.

Committees: Reports (SI)

- Nominations & Elections – Election packets will go out tomorrow. Alice has been working on contacting people on the recruitment list. The Committee is working on an appointment SOP and the candidate forum format. Motion to allow Erin Mack on the Nominations & Elections Committee, seconded, passed 8-0-0.
- Policy & Bylaw – Has not met.
- Owner Engagement – The Committee debriefed after the organics forum and began in earnest a discussion on the Co-op Community Fund.
- Executive Committee – The Committee is working on GM compensation.
- Strategic Vision Committee – Met and discussed many ideas for the future of the Co-op.

BOARD ASSIGNMENTS AND MEETING REVIEW

eNewsletter and Community News writing

October 10: Co-op Café—Carol

November 10: Gift guide and Tasteful Thursdays—Laurene

December 10: Elections—Mark

January 10: Adventures of a “Bring it Back Bag”—Rob

Upcoming dates to remember:

- November Board meeting: November 4, 2019
- November work session: November 11, 2019
- There is no Board meeting in December.

*Notes taken by Willow Venzke
Meeting adjourned at 8:35 p.m.*

Signature of the Board President

Date