

**Moscow Food Co-op Monthly Board of Directors Meeting**  
**Thursday, November 10, 2016**  
**Arts Workshop, 1912 Center, 412 East Third St., Moscow, ID**

**Present:** Colette DePhelps (Board President), Kurt Obermayr (Vice President/Secretary), Laurene Sorensen (Treasurer), David Nelson (Board); Alex Lloyd (Board); Idgi Potter (Board); Tim Kohler (Board), Melinda Schab (GM); Willow Venzke (Board Administrative Assistant)

**Facilitator:** Colette DePhelps

**Guests:** Greg Meyer, Emma Liang, Ashley Hamlin

**7 of 7 directors present, a quorum is present**

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**PUBLIC FORUM**

Public Forum is a time for the Board to listen to owner and general public comments; follow-up is considered outside of the forum.

Greg Meyer read the following statement:

November 10, 2016

Co-op Board Members,

The events of this week compel me to speak out about the importance of Co-op bylaws and policies when it comes to respecting the basic human rights of all people.

One of the reasons I cherish our co-op is because of that respect and how it is embedded in the very foundation of the organization, inherently and otherwise. We must never falter when it comes to protecting that spirit of inclusion and, in fact, always consider additional means of sharing those ideals internally and publicly.

Fear is not an option when it comes to our co-op. Fear of criticism. Fear of effects on sales. Any sort of fear with regard to expressing our commitment to ensuring that our fellow citizens can live happily, safely, and with dignity.

I am confident the board will serve the owners and the community in a way I and all who cherish human rights will be proud of.

Greg Meyer  
Moscow Food Co-op Lifetime Owner/Member  
Owner Engagement Committee Member

Greg also discussed the recent produce area reset and possibility of moving the customer service desk. He stated that he would like to see the desk stay in its current location.

Greg expressed interest in hearing the discussion surrounding the agenda item of the election ballot options (abstention).

**STUDY & ENGAGEMENT: “Membership Rights and Responsibilities”: Establishing share price and payment options.**

Board members discussed the Co-op’s history and future of establishing share price and payment options, referencing Policy B4, Report of B4, and sections taken from “Best Practices of Member Programs” <http://library.cdsconsulting.coop/wp-content/uploads/FC500-Best-Practices-of-Member-Programs-slides.pdf> and “Member Equity” <http://library.cdsconsulting.coop/best-practices-for-membership-development/>.

Many possibilities regarding payment options were discussed, as well as ways to incentivize owners to pay off their fully vested membership.

Action: Add wording into Policy B4 “...the required member equity, or fair share, determined by the Board, is \$150.”--Done

Action: Add establishing owner share price to December Business Agenda—Done.

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**CONSENT AGENDA**

Laurene will abstain from voting on the consent agenda. She did not have time to read the packet due to other commitments.

**Minutes:**

Motion to accept the October 2016 Board of Director meeting minutes, seconded, passed 4-0-3

**GM Compliance Reports:**

Policy B8

Motion to accept Policy B8, seconded, passed 5-0-2

## GENERAL MANAGER (GM) FYI REPORT

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November 2016 FYI Report --  
No action needed

1. Management Training – We invited Stephanie Merriman from Sacramento Natural Foods to Moscow for 2 days of training about Managing Effectively. She spent October 26<sup>th</sup>-28<sup>th</sup> working with Co-op management. We invited Main Market Co-op to join us for the training.
  - Stephanie shared this ted talk with us in preparation for our training:  
[https://www.ted.com/playlists/137/shawn\\_achor\\_work\\_happier](https://www.ted.com/playlists/137/shawn_achor_work_happier)
2. As you know, William Deal from NCG was onsite October 30<sup>th</sup> – November 1<sup>st</sup> working with our Produce department to strengthen systems, create efficiencies, and enhance the customer shopping experience. In addition to the visible changes in the Produce Department, he suggested moving the customer service desk to the wall outside the public restrooms and rearranging shopping cart storage. We are working on making these suggested adjustments.
3. Last month we had some work done on one of the meat coolers – we've ordered a replacement.
4. We had some work done replacing the lights in the marquee/sign on the corner of our parking lot.
5. Tasteful Thursdays begins on November 3<sup>rd</sup>. The physical set-up of the event will be different this year. We received feedback that having vendors throughout the store negatively impacted customers' shopping experience. Instead, we are utilizing the deli seating area for vendor tables.
6. The Fall Gathering event was so successful that we are planning a Winter Gathering, tentatively scheduled for January 9<sup>th</sup>.
7. Willow created resource binders for each Board committee. The binders include:
  - Current Board Committee list
  - Charter
  - Code of Conduct
  - Notes and minutes
  - Additional resources
8. Melinda's upcoming schedule and other events:
  - November 12 – Board Fall Retreat at The Center
  - December 24<sup>th</sup> – store closes at 6pm
  - December 25<sup>th</sup> – store closed
  - December 31<sup>st</sup> – store closes at 6pm
  - January 1<sup>st</sup> – store closed
  - January 2 – store closed for ½ day due to inventory

The Board discussed why a consultant was brought in to make changes in the produce area, and the new changes were reviewed.

It was clarified where the newly created Board committee binders will be kept, and one binder was passed around as an example.

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## BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

Kurt shared that he will be out of the state for much of the next two months. He will be available to call in to meetings and work sessions.

Colette shared that she recently attended a meeting to make changes to Idaho's food system. Many aspects of the food system were discussed, including food security, production, processing, access, and current strengths and gaps. The Moscow Food Co-op was recognized in the meeting as an important organization in the future of Idaho's food system.

## BOARD Action Items— 11.10.2016

### Owner Engagement (*internal action items kept separately*)

1. Owner Engagement to discuss bringing in a guest speaker for the Annual Meeting.—In process

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

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

1. Policy and Bylaw will review old policy C3/new policy D4 regarding the timing of Melinda's evaluation.—Done
2. Policy and Bylaw to prepare the Policy Appendices for adoption by the Board at the December Board Meeting.—In process
3. Policy and Bylaw Committee will develop a policy that allows the Co-op membership access to notify members of a special meeting to meet the quorum requirements of 10%.—Done

### Executive Committee (*internal action items kept separately*)

### Strategic Initiatives (*internal action items kept separately*)

### General

4. Melinda to obtain turnover rate. Done—11%
5. Melinda will provide the Board with a document that specifies NCG and DC targets for expansion readiness.—In process
6. Schedule a Work Session to discuss the suggested FAQ's from the "Growth Roadway" article.—Done.  
*Action: Willow to add to January's work session—Done.*
7. Kurt and Idgi will meet to discuss Board document archiving and decide how they would like to move forward before discussing the topic with Melinda, then Joe.—Done.
  - a. Board documents will be archived in physical binders as well as on the Board's Google Site.

## Future Action Items (These items are in process and ongoing)

1. Melinda to verify that the ownership form aligns with new bylaws when they're adopted.
2. Revisit the topic of "staff serving on the Board of Director" -- January 2017.
3. Create an Advocacy Committee that will keep the Board informed of topics related to Food policy and democracy in action. (This item is on hold until further notice.)
4. Make a timeline for the capital campaign and consider hiring a capital campaign manager. (This item is on hold.)

## DONE

- ✓ Melinda will communicate with Marketing and Outreach to ensure the number of vacant seats is included in promotional material.
- ✓ Add the topic "Membership Rights and Responsibilities" to November Board Business Agenda for the purpose of discussing share price and payment options.
- ✓ Refer the Owner Engagement Committee to discuss planning a get-together with other Co-ops in the region.
- ✓ Willow will make language corrections before the election packet becomes available to the public.
- ✓ Follow up with Todd Wallace about scheduling a consultant to lead the Fall Retreat.
- ✓ Colette to get David Jessica's contact information.
- ✓ Willow to reserve Great Room for candidate forum.
- ✓ Willow will provide the Growth Roadway article to the Board.
- ✓ Willow and Melinda will send their notes on the growth proposal to the Policy and Bylaw committee.

7:05pm— Laurene left the meeting.

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## CONFIRM AGENDA

Additions/changes to the Business Agenda:

- Add B4: Equity Share (D)

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## BUSINESS AGENDA

### Set date for Annual Meeting (D)

April 9<sup>th</sup>, 2017 at Moscow's 1912 Center

### Discuss February Board meeting schedule (D)

February 14<sup>nd</sup> (Valentine's Day) is the 2<sup>nd</sup> Tuesday of the month. Board meeting rescheduled to Monday, Feb. 13<sup>th</sup>.

### Vote on election ballot options (abstention) (P)

Discuss wording / clarification for Board's March election.

Ballot will read: "Vote for up to X number of candidates". Voters will choose to fill in box or not. This includes the case of an uncontested election.

### B4: Equity Share (D)

Change policy to say "...the required member equity, or fair share, determined by the Board, is \$150."

Motion to update policy B4 as amended, seconded, passed 6-0-0

### Procedure for members to call special meetings (D)

Board discussed procedure in the case that members would like to call a special meeting, including which policy this addition would fall under.

- It was recommended that it become a new Policy—C5.
- It was clarified that a special meeting may be called for "one single purpose."
- It was recommended that petitioners' request needs to be sent to General Manager, not "staff".
- The timing that General Manager has to review member signatures was discussed, and 21 days was agreed upon.

### Update on Bylaw Review (D)

No new news. Melinda will send an email to the attorney asking for an update.

### Update on Board recruiting and applications (R)

- Several people have said they're interested in running.
- It was recommended that Board members talk to colleagues and friends who might want to run.
- It was clarified that there will be 4 available seats.

Action: Get in touch with WSU student that had previously emailed regarding growth in Pullman for the purpose of Board recruitment.—Done.

### Discussion of C3 (D)

#### Discussion of D4, D5

Policy C3—Board monitoring column was updated.

Motion to amend policy C3 to move monitoring of policy D4 to September, seconded, passed 6-0

Motion to amend policy C3 to move monitoring of policy C1 to October, seconded, passed 6-0

Motion to change language of policy D5 to read "February" instead of "May", seconded, passed 6-0

Motion to change language of policy D4 to read "September" instead of "August", seconded, passed 6-0

### Board retreat: November 12, 2016 (D)

Colette reminded Board of upcoming retreat. Todd (consultant) is available to go out to dinner Friday night, and is available to meet with any interested Board members Sunday morning.

December work session date (Dec. 20<sup>th</sup>) (D)

It was proposed and agreed upon to cancel the December work session due to its close proximity to the holidays.

Committees: Reports/Work Plans progress (R)

Nominations & Elections – Currently recruiting for March election and working with IT to clarify voting details.

Policy & Bylaw – Made changes to Policies C3, D4 and D5. Preparing the Policy Appendices for adoption by the Board in December.

Owner Engagement – Planning Annual Meeting, discussing possibility of bringing in guest speaker.

Strategic Initiatives – Has not met.

Executive Committee – Had monthly call with Todd Wallace to discuss upcoming Fall Retreat.

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**BOARD ASSIGNMENTS AND MEETING REVIEW**

E-newsletter brief-200 words or less

Due the 10<sup>th</sup> and 20<sup>th</sup> of each month

- (10<sup>th</sup>) No submission this month (holiday-focused).
- (20<sup>th</sup>) Beer with the Board, elections—David

Community News online/printed: “Board News” – 800 words or less

Due the 25<sup>th</sup> of each month – Willow

- Board member (Idgi) will review submission before it is submitted.
- Summarize latest Board meeting.

Rooted “Looking Forward” event submission – 80 words or less

November 11<sup>th</sup>

- Melinda and Colette

Rooted article – 600 words for single page; – 1200 words for double page

November 11<sup>th</sup> -- Colette

- Bylaw revision
- Annual Meeting
- Elections

Upcoming dates to remember:

Fall Board Retreat: November 12<sup>th</sup> at The Center in Moscow

Melinda's birthday: November 14<sup>th</sup>

Melinda's 4<sup>th</sup> anniversary as GM: November 30<sup>th</sup>

Beer with the Board and Board Meeting: December 13<sup>th</sup> at the 1912 Center in Moscow

Meeting review

*Notes taken by Willow Venzke*

*Meeting adjourned at 7:50 pm.*

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The next meeting will be Tuesday, December 13<sup>th</sup> at 6pm in the Fiske Room at the 1912 Center. Beer with the Board will be directly before the meeting, beginning at 5pm.

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Signature of the Board President

Date