Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, October 5, 2021
Held Virtually via ZOOM in response to COVID-19
Present: Melinda Schab (GM), Alice Ma (President), Cheyne Mayer (Vice President), Julia Parker (Secretary), Mark Thorne (Treasurer), Rob Ely, Isabel Barbuto, Dulce Kersting-Lark, Trish Hartzell, Annabelle Bettger (Board Admin), Thane Joyal (Columinate Consultant)
Facilitator: Alice Ma (President)
Guests: Greg Meyer, Katie Rapp, Chloe Rambo (Marketing Manager)
Absent: Ken Hart

Seven of nine directors present at the start of the meeting; a quorum is reached.

Alice called the meeting to order at 6:01 p.m.

OWNER FORUM

Owner's Forum is a time for the Board to listen to Owner comments. The Board will, if requested, follow up after the meeting.

There were no additional owners who wished to speak at the forum.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Rob asked to add a discussion on a survey to the Business Agenda.

Mark requested the Board-Owner Communication Plan be moved to the Business Agenda.

Cheyne requested the Election Packet be moved to the Business Agenda.

Motion to approve Policy C8 as presented, passed 7-0-0.

Motion to accept the consent agenda as amended, passed 7-0-0.

Dulce joined the meeting during this discussion.

Motion to accept the business agenda as amended, passed 8-0-0.

GENERAL MANAGER'S FYI
September 27, 2021

The General Manager's FYI is available online here.

Melinda shared an overview of her provided FYI report and the Board asked clarifying questions.

Chloe joined the meeting during this discussion.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP
Board Action Items – 10.5.2021

Board-Owner Communication Committee *(internal action items kept separately)*

1. The Board-Owner Communication Committee will plan a forum in January.
2. The Board-Owner Communication Committee will draft elevator speeches for the frequently asked questions in the Board-Owner Communication Plan.
3. The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.

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

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

1. Policy & Bylaw will review Policy D2 for clarification of the top-level policy with assistance from Board consultant Thane Joyal

Board Development Committee (*internal action items kept separately)*

1. The Board Development Committee will review the Board Resource Handbook for efficiency and useful information, with the goal to create a master handbook that is available online.

General

1. Melinda will ask all department managers to follow up on the "Margins for Retail" training and create a troubleshooting guide, including specific steps they will take to improve their department's margin.
2. Melinda will send the Capital Budget to the board when it is ready.
3. Melinda will return a compensation proposal that meets the criteria in the RFP (request for proposal) from the March 2021 Board meeting.
4. Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs in September.
5. Melinda will share the approximate percentage of conventional items available from the warehouses of both UNFI and KeHe.
6. Annabelle will follow up with Julia and Ken to confirm the discussed meeting time.
7. Rob, Mark, and (Julia or Alice) will create an ad-hoc committee to craft an RFP (request for proposal) to present to the General Manager in November.

DONE

✓ Annabelle will make the recommended scrivener's updates to Policies B6 & D4.

✓ The Board Development Committee will research and develop a policy for childcare reimbursement for directors.

✓ The Board-Owner Communication Committee will format the Board-Owner Communication Plan into a formal plan for the Board to consider and/or adopt.

X The Board Development (F.K.A. Executive) Committee will draft a statement regarding the Board's commitment to workplace excellence. (*removed*)

Parking Lot:

- Policy & Bylaw will write the Board's mission statement.
- Conversation about staff interest in training and purchasing using discounts.

Motion for the Board Development Committee to research how GM compensation is monitored in other food co-ops, vis-à-vis Policy B6.5, passed 8-0-0.

Action: The Board Development Committee will research how GM compensation is monitored in other food co-ops.

BUSINESS AGENDA

GM Monitoring Reports (MD)

Policy B4: Membership Rights & Responsibilities

The Board reviewed and discussed Melinda's provided report. The Board asked clarifying questions.

Motion to accept the Policy B4 monitoring report, passed 8-0-0.

Policy B8: Board Logistical Support

The Board reviewed and discussed Melinda's provided report. The Board asked clarifying questions.

Action: Melinda will follow up with Cheyne about committee charters and where they are accessible.

Motion to accept the Policy B8 monitoring report, passed 8-0-0.

Board Monitoring Reports (MD)

Policy C6: Board Officers

The Board reviewed and discussed the monitoring survey.

Motion to accept the monitoring of Policy C6, passed 8-0-0.

Policy C7: Board Committee Principles

The Board reviewed and discussed the monitoring survey.

Motion to send Policy C7: Board Committee Principles to Policy & BYlaw to add a top-level policy and review subpolicy C7.1, passed 8-0-0.

Action: Policy & Bylaw will review and revise Policy C7 to add a top-level policy and review

subpolicy C7.1.

Motion to find the Board in compliance with Policy C7, passed 8-0-0.

Policy C10: Process for Distributing a Petition
The Board reviewed and discussed the monitoring survey.

Motion to send Policy C10: Process for Distributing a Petition to Policy & Bylaw for comprehensive review with Board consultant Thane Joyal, passed 8-0-0.

Action: Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C10.

Motion to find the Board in compliance with Policy C10, passed 8-0-0.

Draft Policy C1: Governing Style (SI/MD)
Cheyne presented a summary of Policy & Bylaw's recommendations for Policy C1: Governing Style. The Board discussed and asked clarifying questions. Amendments to the draft policy were suggested and discussed.

Cheyne's virtual connection to the meeting became unstable, preventing further discussion on this topic.

Thane left the meeting during this discussion.

CBLD Enrollment (BTC/MD)
The Board briefly discussed their current CBLD (consulting) enrollment package.

Motion to enroll in the same level of CBLD services as executed in 2021, passed 8-0-0.

Cheyne's virtual connection to the meeting stabilized during this discussion.

Cheyne requested permission to bring the motion regarding Draft Policy C1: Governing Style to the table.

Motion to accept Policy C1: Governing Style as amended, passed 7-0-1.
Julia abstained.

Meeting Efficiency (SI)
Julia presented a report on ways to improve the efficiency of monthly Board meetings, including bringing in a facilitator.

Action: The Board will discuss Julia's presentation on meeting efficiency at the November Board meeting. Feedback can be provided in advance via email.

Board-Owner Communication Plan (SI/MD)

The Board-Owner Communication Committee provided a draft Board-Owner Communication Plan for consideration. Cheyne presented the plan. The Board discussed and asked clarifying questions.

The Board discussed the process of volunteering to write articles to be shared via marketing platforms.

The Board decided to send the plan back to the committee to be revised.

The Board took a five-minute break and reconvened at 7:23 p.m.

Election Packet (SI/MD)

The Nominations & Elections Committee provided a draft 2022 Board Election Packet. Julia presented the packet.

The Board discussed the formatting issue in the Election packet as presented. The Board discussed other suggested changes.

Action: Chloe will update the date of packet release within the document.

Motion to approve the Election packet as amended, passed 8-0-0.

Committee Reports (SI)

The committee chairs briefly elaborated on their committee notes.

Survey Discussion (MD)

Rob shared that he would like to send a survey to the Board about the Pullman Good Food Co-op. The Board supported the idea.

Action: Rob will conduct a survey to solicit feedback from the Board by the end of October.

Meeting Evaluation

Rob shared the idea to discuss labor shortages at an upcoming Strategic Vision Committee meeting.

Notes taken by Annabelle Bettger and edited by Chloe Rambo
Meeting adjourned at 7:56 p.m.

Signature of the Board President Date

Signature of the Board Secretary Date