[BOARD REVIEW]

Moscow Food Co-op Monthly Board of Directors Meeting
Monday, January 4, 2021
Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), Alice Ma (President), Laurene Sorensen (Vice President), Cheyne Mayer (Secretary), Ken Hart, Mark Thorne, Isabel Barbuto, Julia Parker, Maxine Durand, Chloe Rambo (Board Admin)
Absent: Rob Ely
Facilitator: Alice Ma (President)
Guests: Greg Meyer, Erin Geslani, Priscilla Schmidt

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

Alice called the meeting to order at 5:31 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 owners present who wished to speak during the owner forum.
Cheyne joined the virtual meeting during the Owner Forum.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Isabel joined the virtual meeting during the discussion of the consent agenda.

The Board decided to postpone the discussion on Ranked Choice Voting until February as Rob is not present.

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

GENERAL MANAGER'S FYI

December 20, 2020 | No action needed

The General Manager's FYI is available online here.

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

Agenda key: SI=Share Information, AT=Advance the Thinking, PI=Provide Input, MD=Make Decisions, ITC=Improve Team Communication, BTC=Build Team Capacity, BC=Build Community

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 1.4.2021

Owner Engagement *(internal action items kept separately)*

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

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

1. Policy & Bylaw will review Policy C6: Officers' Roles to a) clarify the order of succession in the event of a Presidential vacancy and b) clarify how and when Board officers can be elected.
2. Policy & Bylaw will add the role of Secretary to Policy C6 after receiving clarification on the role from the Executive Committee.
3. Policy and Bylaw will review Policy B1.2 for monitorability.
4. Policy and Bylaw will review Policy D2.
5. Policy and Bylaw will review Policy D4.

Executive Committee (*internal action items kept separately)*

1. The Executive Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.
2. The Executive Committee will revisit the annual evaluation form for the GM and ensure it is in compliance with D4.6d.
3. The Executive 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. The Board will discuss internal Board policy monitoring at a future executive session.
2. 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.

DONE

✓ Chloe will add the review of the committee charters to the Policy C3 supplemental calendar.

✓ Chloe will send out a Doodle poll to schedule a December retreat.

✓ Policy & Bylaw will create an SOP on Roberts Rules of Order.

✓ Rob will connect with Matthew regarding any follow up questions about the information provided on ranked choice voting.

✓ The Secretary will research the proper wording of motion needed to accept the GM's policy monitoring reports for future meetings.

Action Items Removed:

X Policy & Bylaw will create a draft of the Board's Mission Statement.

Parking Lot:

- Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review. *(Melinda provided update on 10/26/2020 in FYI)*
- Board meeting: A store tour for Board members.
- Conversation about staff interest in training and purchasing using discount.
- The Executive Committee will draft a statement regarding the Board's commitment to workplace excellence.
- *Melinda will research offering customers Bring Back Bags at no cost. *(Melinda provided update on 10/26/2020 in FYI)*
- *Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs.

*Action items on hold due to COVID-19 response efforts.

BUSINESS AGENDA

Prior to the GM Monitoring Reports, the Board discussed proper wording for the acceptance of GM Monitoring Reports. This agreed-upon language is reflected below.

GM Monitoring Reports (MD)

Policy B1: Financial Condition and Activities (Q3)

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

Motion to accept the monitoring report on Policy B1 with acknowledgement of noncompliance, passed 8-0-0.

Policy B6: Staff Treatment and Compensation

The Board reviewed Melinda's provided report. The Board asked clarifying questions.
The Board discussed monitorability of Policy B6.5.

Motion to send Policy B6 to Policy & Bylaw to review subpolicy B6.5, passed 8-0-0.

Motion to accept the GM's monitoring report on Policy B6 with acknowledgement of

noncompliance, passed 8-0-0.

Board Monitoring Surveys (MD)

Policy C: Global Governance Commitment
The Board reviewed the monitoring survey. They did not have any clarifying questions.
Call to vote to accept the board monitoring survey of Policy C, passed 8-0-0.

Policy C1: Governing Style
The Board reviewed the monitoring survey. They did not have any clarifying questions.
Call to vote to accept the board monitoring survey of Policy C1, passed 8-0-0.

Policy C2: The Board's Job
The Board reviewed the monitoring survey and asked clarifying questions.

Motion to send Policy C1 and C2 to Policy & Bylaw for comprehensive review with Thane Joyal's (Columinate consultant) assistance, passed, 8-0-0.

Call to vote to accept the board monitoring survey of Policy C2, passed 8-0-0.

Ranked Choice Voting (SI/MD)
Topic postponed to February 2021.

Review Committee Charters (MD)

Executive Committee Charter:
Alice presented the draft charter. The Board discussed the committee's recommendations for edits and asked clarifying questions.

The Board approved changing the committee name from "Executive Committee" to "Board Development Committee."

Motion to approve the Board Development Committee's charter as amended, passed 8-0-0.

Nominations & Elections Committee:

Mark presented the draft charter. The Board discussed the committee's recommendations for edits and asked clarifying questions.

The Board postponed the vote to confirm the amended charter until after they've reviewed the recommendations from the Owner Engagement Committee.

The Board took a 5 minute break and regathered at 7:06 p.m.

Owner Engagement Committee:
Cheyne presented the draft charter. The Board discussed the committee's recommendations for edits and asked clarifying questions.

The Board approved changing the committee name from "Owner Engagement Committee" to "Board-Owner Communication Committee."

Motion to copy the "Committee Expectations" section from this draft of the Board-Owner Communication Committee charter to the Nominations & Elections Committee charter, as well as copy the first bullet point of the "Committee Expectations" to all committee charters, passed 8-0-0.

Motion to approve the Board-Owner Communication Committee charter as presented and to approve the Nominations & Elections Committee charter as amended, passed 8-0-0.

Policy & Bylaw:
Laurene presented the draft committee charter. The Board asked clarifying questions.
Motion to approve the Policy & Bylaw charter as amended, passed 8-0-0.

Strategic Vision Committee:
Alice presented the committee charter. The Board had questions and discussed postponing the confirmation of the draft charter until the committee chair and members could review proposed amendments.

Motion to postpone the vote on this revision of the Strategic Vision Charter until the February 2021 Board Meeting, passed 8-0-0.

Motion for the Secretary to standardize the formatting of the charters without making substantive changes, and to send those charters to their respective committee chairs for final approval, with the exception of the Strategic Vision Committee charter as it is postponed, passed 8-0-0.

Nominations & Elections SOP on Director Appointment (SI/MD)
Mark presented the draft SOP. The Board reviewed and asked clarifying questions.

Motion to approve the SOP for Board Appointment as amended, passed 8-0-0.

Laurene's connection to the ZOOM meeting was lost following this discussion.

Redesigning D Policy Suite (SI/MD)
Cheyne presented a brief plan to redesign the current D Policy Suite.

Motion to send the D Policy Suite to Policy & Bylaw for a comprehensive review with Thane Joyal's (Columinate consultant) assistance, passed 7-0-0.

Executive Officer Election for Treasurer (MD)
One candidate's statement of intent was received by the Board. Votes were cast via SurveyMonkey and tabulated by Chloe.

Laurene's connection to the meeting was restored during this discussion.

Mark Thorne is confirmed as Board Treasurer, passed 8-0-0.

Winter Retreat Follow Up (SI)
The Board discussed the Winter Retreat held in December via ZOOM.

Committee Reports (SI)

- Policy & Bylaw: The committee did not have any updates.

- Nominations & Elections: The committee is planning the Virtual Candidate Forum (get FB event up about this ASAP) and is still currently recruiting.

  Mark lost his connection to the meeting shortly after his committee report.

- Owner Engagement Committee: The committee received updates from Chloe on the Board webpage review, debriefed on the Annual Owners Meeting, and will meet tomorrow evening. The committee reviewed it's oversight of the Co-op Community Fund and decided it will no longer include oversight of the fund.

  Mark's connection to the meeting was restored during the Owner Engagement Committee's report.

- Strategic Vision: The committee did not have any updates.

- Executive Committee: The committee did not have any updates.

Board Assignments & Meeting Review

The Board discussed the meeting and delivered writing assignments for the coming month.

Sustainable New Year Resolutions - Alice
Election - Mark - Election
Owner Appreciation in February, no assignment

Notes taken by Chloe Rambo
Meeting adjourned at 8:16 p.m.

Signature of the Board President Date

Signature of the Board Secretary Date

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