

Moscow Food Co-op Monthly Board of Directors Meeting

Monday, April 5, 2021

Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), Alice Ma (President), Laurene Sorensen (Vice President), Cheyne Mayer (Secretary), Mark Thorne (Treasurer), Ken Hart, Rob Ely, Isabel Barbuto, Julia Parker, Dulce Kersting-Lark (Incoming), Trish Hartzell (Incoming), Chloe Rambo (Board Admin)

Absent: Maxine Durand

Facilitator: Alice Ma (President)

Guests: Greg Meyer, Ronnie Hatley

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

Alice called the meeting to order at 5:33 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.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

The Board presented an amendment to the March minutes.

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

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

GENERAL MANAGER'S FYI

March 26, 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.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 4.5.2021

Board-Owner Communication Committee *(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 B1.2 for monitorability.
2. Policy & Bylaw will review subpolicy B6.5.
3. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C1 and C2.
4. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy B1.

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

1. *Removed:*The Board Development Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.
2. *Removed:*The Board Development Committee will revisit the annual evaluation form for the GM and ensure it is in compliance with D4.6d.
3. 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.
4. The Board Development Committee will review the process for GM compensation determinations and recommend a timeline for the process for the next GM compensation review.

Motion to add action item #4 under “Board Development Committee” to the committee’s action items, **passed 8-0-0.**

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.
3. Melinda will send the Capital Budget to the board when it is ready.
4. Melinda will return a compensation proposal that meets the criteria in the RFP (request for proposal) from the March 2021 Board meeting.

DONE

- ✓ Melinda will find out how much a bulk container costs.
- ✓ Policy & Bylaw will review Policy D2.
- ✓ Policy & Bylaw will review Policy D4.
- ✓ Policy & Bylaw will work with Thane Joyal on comprehensive review of the D Policy Suite.

Parking Lot:

- Policy & Bylaw will write the Board's mission statement.
- 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 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

Code of Conduct Activity (SI/BTC)

Thane Joyal, Columinate consultant, led an activity applying various scenarios to the established code of conduct.

Laurene's virtual connection was lost and regained during this discussion.

Trish joined the virtual meeting during the activity.

Code of Conduct (MD)

In line with holding the virtual meeting in response to COVID-19, Chloe emailed digital versions of the Code of Conduct and Conflicts of Interest documents to the Board for review and signing.

Potential Conflicts of Interest (SI)

The Board will return digital Conflicts of Interest documents to Chloe via email. The Board shared any anticipated or current conflicts of interest.

Seating of Board Members (BTC)

The Board officially seated new Directors Dulce Kersting-Lark and Trish Hartzell for a three-year term. Cheyne Mayer was reelected to another three-year term. Maxine Durand was not reelected. Laurene Sorensen elected not to seek an additional term. The Board thanks them both for their service.

Board Officer Elections (BTC)

Votes were cast via SurveyMonkey and tabulated by Chloe.

The results were as follows:

President: Alice Ma

Vice President: Cheyne Mayer

Secretary: Julia Parker

Treasurer: Mark Thorne

Committee Assignments (BTC)

The Board discussed the roles and responsibilities of each committee selected committee assignments.

Board Monitoring Surveys (MD)

Policy C9: Board Member Nominating and Election Process

The Board reviewed the monitoring survey. They did not have any clarifying questions.

Call to vote to accept the board monitoring survey of Policy C9, passed 9-0-0.

The Board took a five-minute break and reconvened at 6:56 p.m.

Trish's virtual connection was lost and regained during this break.

Review Annual Meeting Agenda (SI)

Cheyne briefly reviewed the draft Annual Meeting agenda with the Board. The Board discussed and asked clarifying questions.

Laurene left the meeting during this discussion.

Spring Retreat Logistics/Topics (SI)

The Board discussed potential topics for discussion at the Spring Retreat.

Action: Chloe will send a Doodle poll to the Board to schedule the Spring Retreat.

The Board Development Committee will continue this conversation at their next committee meeting.

Committee Reports (SI)

- Nominations & Elections: Mark shared some final words on the committee's successes through 2020-2021 as the outgoing chair of the committee.
- Policy & Bylaw: The committee has not met since the last board meeting. Cheyne shared a brief review of the work session. The work session was the first time the committee has presented recommendations to Policies C, C1, and C2 to the those who attended. The committee will continue discussion on the policy reviews and in hopes to present recommendations at the May Board meeting.
- Board-Owner Communication Committee: The committee continues to plan the annual meeting.
- Ad Hoc Handbook Committee: The committee met three times over the past two months to rework the Board Resource Handbook in efforts to make the handbook more clear and useful to new Directors.
- Strategic Vision: The committee has not met since the last Board meeting.
- Board Development Committee: The committee will continue planning the Spring Retreat.

Action: Melinda and Chloe will reach out to Matthew to see if we can make more years' worth of results available in SimplyVoting, or investigate why they are not appearing.

Board Assignments and Meeting Review (BC)

Cheyne - Annual Meeting,

Dulce - Idaho Craft Beer Month

*Notes taken by Chloe Rambo
Meeting adjourned at 7:45 p.m.*

Alice Ma

5/3/2021

Signature of the Board President

Date

Jah

5/3/2021

Signature of the Board Secretary

Date