

Moscow Food Co-op Monthly Board of Directors Meeting

Monday, June 1, 2020

Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), David Sutherland (President), Alice Ma (VP), Cheyne Mayer (Treasurer), Laurene Sorensen (Secretary), Ken Hart, Mark Thorne, Isabel Barbuto, Julia Parker, Chloe Rambo (Board Admin)

Facilitator: David Sutherland (President)

Guests: Greg Meyer, Diana Armstrong, Bill Beck, Kathleen Benton, Thane Joyal and Julie Massa (Columinate consultants)

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

CONSENT AGENDA

Laurene joined the virtual meeting while the Board discussed the consent agenda.

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

OWNER FORUM

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

Diana Armstrong shared with the Board an update on the increased support received for HR 763, Energy Innovation and Carbon Dividend Act of 2019, from other co-op's across the nation. Diana shared that the Moscow Food Co-op was the first co-op to publicly endorse the bill in March 2020.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 6.1.2020

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 create a draft of the Board's Mission Statement.
2. Policy & Bylaw will create an SOP on Roberts Rules of Order.
3. Policy & Bylaw will flag Policy D5 for monitoring in 6 months (from April 2020) to ensure the Board has addressed this for being within compliance.
4. Policy & Bylaw will review Policy B3: Asset Protection for monitorability.

Executive Committee (*internal action items kept separately*)

1. The Executive Committee will review the annual compilation of policy monitoring documents.

2. The Executive Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.

General

1. The Board will discuss internal Board policy monitoring at a future executive session.

DONE

- ✓ Policy & Bylaw will create job descriptions for Executive Committee positions.
- ✓ The Executive Committee will discuss determining committee assignments.

Parking Lot:

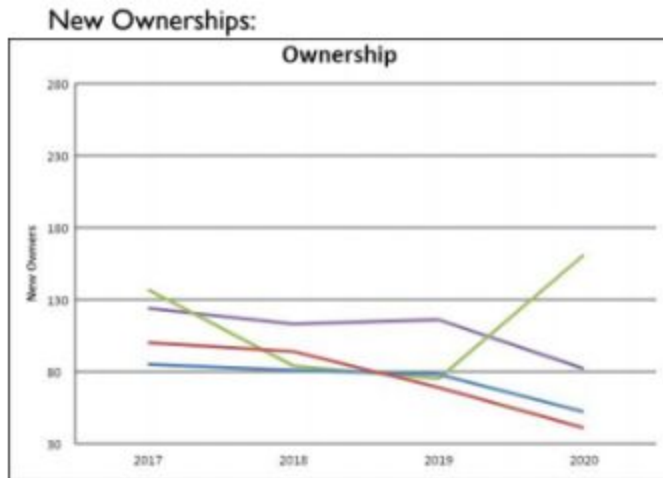
- Board meeting: A store tour for Board members
- Conversation about staff interest in training and purchasing using discount
- The Executive Committee will draft a statement regarding the Board's commitment to workplace excellence
- *Melinda will explore the cost of a trade area evaluation
- *Melinda will research offering customers Bring Back Bags at no cost
- *Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs
- *Melinda will ask department managers (of departments that are not meeting margin) for their plans to get back on track when they are not meeting the goals set for them
- *Melinda will create a weekly email for the Board to compare labor costs to sales costs, with a note that the information is operational and not within the Board's direction
- *Action items on hold due to COVID-19 response efforts.

GENERAL MANAGER FYI

May 24, 2020 | No action needed

SALES

- April sales were down 23.3% compared to April 2019. COVID-19 negatively impacted customer count and sales. We experienced significant out-of-stock rates on household staples and paper products. The salad bar and hot bars were both closed, as was the deli seating area.
- Campus location is scheduled to reopen on June 13, 2020 although we are monitoring the University of Idaho's plans for getting people back to work on campus.
- We're currently working on a plan to reopen the hot bar as full-service. We have no plan to reopen the salad bar or the indoor seating area at this point. We're evaluating these things day-by-day.
- Curbside pick-up launched in April and has been a big success. Thanks to Steve in Marketing, Ron, and Tracy for taking the lead on getting this project off the ground and making it work for customers.



CUSTOMER SERVICE

- Customer Experience Survey results: It’s nice to see that people report our staff as even more friendly, helpful and available.

	Apr-19	Apr-20
Overall Satisfaction	72%	78%
Availability of Staff	74%	86%
Friendliness of Staff	82%	95%
Helpfulness of Staff	74%	95%
Cleanliness of Store	74%	86%
Availability of Products	46%	49%
Greeted by Someone Other Than Cashier	49%	68%

OPERATIONS (abbreviated because of daily updates from the GM)

Center Store:

- Supplier and manufacturer out-of-stocks are improving, for the most part.
- Bulk is moving back to the bulk aisle, although it will remain pre-packed for health and safety reasons.
- The Grocery walk-in will be down on Wednesday, May 27 for repairs.

Finance:

- The annual review (of FY2019) is well underway and almost all documentation has been submitted to Wegners.

- The 2019 tax return is in process.

Some positive feedback from customers:

(Customer feedback is copied word for word and not edited for grammar)

- This survey of course was taken during COVID-19. Our Moscow food coop has done a tremendous job keeping calm and carrying on! Bulk has moved to bagged, toilet paper has been out, but the staff has been exemplary in setting good examples: locally made masks are available for sale now (and may I say, expertly sported by staff) gloves and curbside pick up are available, friendly and aware, the staff has made our shopping as convenient and safe and “normal” as possible. Thank you!
- I wanted to make a quick stop for a sandwich and it was easy to do that. The prepared foods were available with good selection. The cashier, Emma, was friendly and very competent and I was in and out quickly.
- Shopping at the coop is a great experience. We love the food, especially the cheeses. The staff are great.
- Even amidst this weird time and strange events, the staff is displaying high spirits! They've taken many precautions to keep their customers and employees safe, even though that couldn't have been easy to implement. And of course, everything is still delicious!
- I liked seeing that the check stands were being sanitize.
- I appreciated the checkers wearing gloves. I felt safe in the store and that the employees were making the effort to keep the store clean and open.
- The Coop carries foods that work for my intolerances. I know I can get a good fresh made salad here that would be similar to one I make at home. And I know a lot of the staff so it makes me happy to eat the food that they have prepared! The organic veggies, eggs, and fruit are cheaper and of highest quality here too.
- I appreciate the fact that we even have a CoOp in this town. I feel confident that the meats are healthy and not factory-farmed. I like that the produce is local and the name of the producer is listed. I like the variety of products offered in the supplement and beauty aisles, it's just a great store to shop at.
- Staff have responded to changes in COVID recommendations and it was clear they were following guidelines to reduce the spread
- They care about cleanliness which is important to me right now more than ever. The quality of the food is high. Staff is friendly and understanding and rocking it during the pandemic! All heroes!
- We love to shop at the Co-OP because the local ingredients and the staff is do friendly. Most of all, we like to support local businesses while being a part of the business.
- Availability of high quality foods. Staff always nice and ready to help with any question.
- Right now, during COVID-19, I think ALL staff should be wearing masks all the time ~ and ask ALL customers to also wear them. Costco for example is doing this to ensure the safest shopping experience.

Julia joined the virtual meeting at the beginning of the discussion on the GM's FYI.

CONFIRM BUSINESS AGENDA

Alice requested to add the topic of the glass-to-sand machine to the agenda for discussion. The Board decided it would like to discuss the renewal of the lease for the Co-op on Campus at this meeting or in August.

Motion to confirm the business agenda with additions, seconded, **passed 7-0-1.**

Laurene abstained from voting to confirm the business agenda and will abstain from following votes as she was unable to open the zipped Board packet for review.

Action: Melinda will circulate the lease extension document to the Board for review prior to the meeting/discussion.

BUSINESS AGENDA

GM Monitoring Reports (MD)

Policy BI: Financial Condition and Activities (QI)

The Board asked clarifying questions about Melinda's provided report. The Board discussed which opportunities may exist for growth and increase in sales.

The Board requested an annual sales chart formatted like the quarterly chart to illustrate annual sales growth in percentages.

Action: Melinda will create an annual sales chart to illustrate annual sales growth in percentages for the next reporting of Policy BI, due September 2020.

The Board requested that Melinda add an applicable goal from the FY 2020 Work Plan to her Interpretation & Operational Definition of BI.5 in BI monitoring reports for clarity, through the end of 2020. The Board discussed if there were to be expected adjustments to the National Co-op Grocers' guidelines for financial health in response to COVID-19. Melinda shared NCG has not provided updated guidelines or any known changes yet.

The Board discussed the increase in the number of Owners during the month of February 2020. Melinda shared the incentives the Marketing Team established for Front End staff to enroll new Owners as well as the engaging Owners Week activities in February 2020.

Action: Melinda will discuss with Marketing the addition of information about running for the Board/Board Service to the new Owner packet.

Motion to accept the policy with acknowledgment of noncompliance, **seconded, 7-0-1.**

Policy B7: Communication to the Board

The Board did not have any questions regarding Melinda's B7 monitoring report. Motion to accept Policy B7, seconded, **passed 7-0-1.**

Board Monitoring Reports (MD)

Policy C5: Directors' Code of Conduct

The Board discussed the monitoring reports for Policy C5.

Motion to accept Policy C5, seconded, **passed 7-0-1.**

Policy C6: Officer's Roles

Motion to accept Policy C6, seconded, **passed 7-0-1.**

The Board discussed what activities were taking place for leadership perpetuation. Thane Joyal and Julie Massa shared they could provide guidance to support leadership transition and continuing education.

Review of Policy C6 (MD)

Motion for the Executive Committee to clarify the role of the Board Secretary and refer that information to the Policy & Bylaw Committee for addition to Policy C6: Officers' Roles, seconded, **passed 7-0-0.**

The Board discussed the need to line out specific procedures in the event of Executive Officer transition, including the succession following VP.

Thane Joyal said she would ask Michael Healy (Columinate consultant) for advice on this matter to provide another perspective.

Motion to send Policy C6: Officers' Roles to the Policy & Bylaw Committee 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, seconded, **passed 7-0-0.**

Laurene's virtual connection to the meeting was lost during this discussion before the motion was called to a vote.

Board Meeting Transparency (MD)

The Board discussed which Board Packet documents are provided to Owners before Board Meetings, as well as the current delivery of these documents. Agendas are posted in the store and on the Co-op website. Additionally, owners are currently able to sign up to join the “Board of Directors email list” and receive all non-confidential documents including the agenda, an abridged GM FYI report and copies of the policies being monitored. One director expressed concern that awareness of this email list was low.

A director presented the following motion: Motion to direct Melinda to have emails sent in advance of monthly Board meetings containing a) the respective Board meeting agenda and b) an Opt-In invitation to join the Board of Directors email list to receive all non-confidential Board meeting packet documents in advance of monthly Board meetings to all member-owners with registered email addresses who haven't opted out of receiving Co-op-news-related emails.

The Board discussed attaching the invitation to sign up for this list to the twice-monthly marketing email that is already sent out to all subscribed Owners, rather than establish an additional (third) monthly email.

Action: Melinda will ask Marketing if Owners are able to unsubscribe from different types of Co-op emails individually and if they think a third email will result in more Owners unsubscribing from the email list.

Motion to table the above motion until the next Board meeting, seconded, **passed 7-0-0.**

The Board discussed offering Study & Engagement sessions in July and August for Board members to review “common reads” like documents or articles and inviting Owners to participate.

Action: Chloe will create a Doodle Poll to set a date for this meeting/educational session.

Thane and Julie will connect with the Board to curate information/activities for a future Study & Engagement session.

Appreciation Pay Letter to Owners (SI/MD)

The Board reviewed the document to send to Owners in regards to providing Appreciation Pay to hourly and salaried employees.

Motion to approve the appreciation letter to Owners, seconded, **passed 7-0-0.**

Annual Meeting Postponement & Discussion (SI)

The Board reviewed the information provided by Tod Geidl of Creason, Moore, Dokken and Geidl, PLLC that the meeting needs to be in-person and on the store premises. The Board discussed the logistics of planning the event in light of information received.

The Board discussed that the meeting could be semi-virtual to provide more attendance options in response to social distancing.

The Board discussed interest in having vendor tables/booths at the Annual Meeting. Discussion of weekday evenings in the parking lot. The Board identified Wednesday, July 15 as the proposed date to hold the Annual Meeting.

The Board decided to send Bylaw 3.1 to the Policy & Bylaw Committee for review to clarify on establishing a time and place (if other than the store) for future Annual Meetings.

Motion to send Bylaw 3.1 to the Policy & Bylaw Committee to review compliance with statutory requirements, seconded, **passed 7-0-0.**

Masks (SI/MD)

The Board discussed whether Owners should be required to wear masks/face coverings while in the Co-op. The Board discussed continuing to encourage masks/face coverings through signage located at the front and throughout the store.

The Board discussed the established procedure in place when an Owner gives the Board operational feedback. The Board discussed how to best deliver operational feedback to the GM.

The Board discussed adding the “Board Admin” email address to the “Board” email group, to ensure the Board Admin receives feedback and can help funnel feedback to either GM or Board as needed.

Action: Melinda will ask IT to add the Board Admin email address to the “Board” email group.

Glass-to-Sand Machine (SI/MD)

The Board discussed a device created by Wastecare Corporation, in which you insert glass bottles and you can watch the bottle be nearly instantly crushed into sand.

(Link to machine:

<https://www.wastecare.com/Products-Services/Recycling-Equipment/Glass-Crushers/glass-crushers-sand.htm>*)*

Action: Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review.

Committee Reports (SI):

- Nominations & Elections: Committee is continuing to craft the 2021 elections material. Question about vision statement.

Motion to send Policy C9 to the Policy & Bylaw Committee for review, seconded, passed 7-0-0.

- Owner Engagement Committee: The committee talked about the Annual Meeting. Cheyne also shared the idea of hosting an annual “Policy Governance 101” class to share more information on policy governance with Owners and potential Board candidates.
- Strategic Vision: The committee discussed status of presence in local communities and working with local leadership.
- Executive Committee: The committee discussed the COVID Appreciation Pay and rollout plan and the process to determine committee assignments.

*Notes taken by Chloe Rambo
Meeting adjourned at: 9:06 pm*

Signature of the Board President

Date