**Moscow Food Co-op Monthly Board of Directors Meeting**
**Monday, May 4, 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), Rob Ely, Ken Hart, Mark Thorne, Isabel Barbuto, Julia Parker, Chloe Rambo (Board Admin)
**Facilitator:** David Sutherland (President)
**Guests:** Greg Meyer; Thane Joyal and Julie Massa (Columinate consultants)

**Nine of nine Directors present; a quorum is reached.**

## 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.

There were no owners present who wished to speak during the owner forum.

## CONSENT AGENDA

The Board found edits to be made to April 2020 Board Meeting Minutes. Grammar was corrected in the overview provided by the Executive Committee. Clarification for the approval of the business agenda was provided. Motion to approve the consent agenda with edits to be made, seconded, passed 9-0-0.

## BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

### Board Action Items – 5.4.2020

**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 job descriptions for Executive Committee positions.
2. Policy & Bylaw will create a draft of the Board's Mission Statement.
3. Policy & Bylaw will create an SOP on Roberts Rules of Order.
4. Policy & Bylaw will flag Policy D5 for monitoring in 6 months to ensure the Board has addressed this for being within compliance.

The Policy & Bylaw committee reported all action items above are in progress.

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

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



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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**

✔ General: At an upcoming Board retreat or work session, the Board will spend time learning how to read and understand financial statements.

**Parking Lot:**

- Board meeting: A store tour for Board members
- Work session: Committees
- 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.

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## GENERAL MANAGER FYI REPORT

**General Manager FYI | April 23, 2020 | No action needed**

SALES

· March 2020 sales were **up 3.2 %** compared to March 2019. We rolled out changes in PF (prepared foods) in response to COVID-19, such as closing the salad bar, initially changing the hot bar from self-service to full-service, and then closing it altogether. The Campus location was closed after Spring Break because of the stay-at-home order.

| | 2017 | 2018 | 2019 | 2020 |
|---|---|---|---|---|
| December | 60 | 71 | 56 | |
| January | 124 | 113 | 116 | 82 |
| February | 137 | 84 | 75 | 161 |
| March | 85 | 81 | 78 | 52 |

· New Ownerships: New ownership rates slowed significantly with the stay-at-home order.

CUSTOMER SERVICE

· Customer Experience Survey results: Obviously the decline in "availability of products" is a result of the drastic increase in out-of-stocks (decrease in on-hand items) because of both panic buying and supplier shortages during the initial announcements regarding COVID-19.

| | Mar-19 | Mar-20 |
|---|---|---|
| Overall Satisfaction | 76% | 69% |
| Availability of Staff | 76% | 75% |
| Friendliness of Staff | 82% | 85% |
| Helpfulness of Staff | 81% | 75% |
| Cleanliness of Store | 73% | 75% |
| Availability of Products | 58% | 36% |
| Greeted by Someone Other Than Cashier | 72% | 62% |

OPERATIONS

**Center Store:**

· Supplier and manufacturer out-of-stocks are improving.



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**Produce:**

- Produce supply has been consistent and sales have been through the roof.
- A Produce employee was promoted to department lead.
- Plant starts are now available.

**Meat:**

- Meat sales have been strong during the COVID-19 pandemic, so far.
- The walk-in refrigerator in the Meat department needs to have the compressor replaced. We're working with Yellow Duck on that.

Melinda shared the Campus store is set to open June 13 unless there are any changes to policies set by President Green or Governor Little.

The Board asked clarifying questions about Melinda's prepared report.

## CONFIRM BUSINESS AGENDA

A Board member requested the addition of an Executive Session to follow the meeting regarding Crisis/Pandemic Financial Discussion.

Motion to confirm the business agenda with the addition of an Executive Session to follow the adjournment of the meeting, seconded, passed 9-0-0.

## BUSINESS AGENDA

### GM Monitoring Reports (MD):

Policy B3: Asset Protection

The Board discussed edits found in the monitoring report. The Board discussed whether the GM's operational definition for B3.8 set an unduly stringent standard for demonstrating compliance.

Motion to send Policy B3 to the Policy & Bylaw Committee for monitorability, seconded, passed 9-0-0.

Motion to accept Policy B3 with acknowledgement of noncompliance, seconded, passed 9-0-0.

Policy B5: Treatment of Customers

The Board discussed Policy B5 and asked clarifying questions.

Motion to accept B5, seconded, passed 9-0-0.

*Policy B9: Emergency Succession, is scheduled for annual monitoring in May but was already monitored in March 2020.*

**Committee Assignments (SI)**
The Board discussed recently-utilized process for determining committee assignments (a SurveyMonkey distributed in April 2020 following elections asking for interest in chairing and serving on committees). The Board discussed concerns about the previous process as well as the benefits to supporting the incumbency of current committee members.

Julie Massa volunteered to research national trends/best practice on committee charters.

Action: The Executive Committee will discuss establishing a new process to determine committee assignments.

**Draft Policy B1: Financial Condition & Activities (MD)**
Laurene, chair of the Policy & Bylaw committee, presented recommendations for updates to Policy B1: Financial Condition & Activities.

The Board asked questions about the recommendations presented. The Board asked specifically about the language for the new B1.2, inquiring whether the "averages for consumer grocery cooperatives" was in comparison to either local co-ops, NCG or another data point/indicator.

Motion to approve the updates of Policy of B1: Financial Condition & Activities, effective June 15, 2020, seconded, passed 9-0-0.

**Minutes - Best Practice (SI):**

Laurene, in her role as Board Secretary, shared with the Board a document containing the top 10 things to remember when taking minutes at a meeting.

Julie Massa said she will provide a template meeting minutes based on best practice.

**Review of Spring Retreat (SI):**
The Board discussed the Board's Spring Retreat that took place on Saturday, April 25, 2020. The Board members enjoyed the content and were very appreciative of the effort put into planning the virtual event.

**Annual Meeting Update (SI):**
Cheyne, chair of the Owner Engagement Committee, shared an update on the planning of the Annual Meeting. The committee determined the meeting could be held virtually.

The Board discussed which date to hold the Annual Meeting.

Motion to schedule the Annual Meeting on Saturday, May 30, 2020, seconded, passed 9-0-0.



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**Follow up discussion after potluck with Pullman Good Food Board:**
The Board members who attended the potluck shared that the event was a good opportunity to get to know each other.

**Continued Discussion RE Owners and Members:**
The Board discussed the conversations held in the past (2012 to present) regarding the language used to describe an individual who has invested equity in the store. The current language used is "owner."

The Board discussed multiple terms, including "investor" and "member-owner."

The Board discussed the continued exploration of the community's needs surrounding the language, and whether change is needed.

**Committee Updates (SI):**

- ☐ Owner Engagement: The Committee discussed the process of updating the Ends and how the new Ends were communicated to owners, with the end goal of creating talking points for members of the Board to share with the public. The Committee also discussed the annual meeting planning and began planning a virtual annual meeting to take place in the summer.

- ☐ Strategic Vision: The Committee scheduled a meeting for Wednesday, May 13th at 5 p.m.

- ☐ Executive Committee: The Committee discussed content and activities for the Spring Retreat, scheduled for April 25, 2020.

- ☐ Policy & Bylaw: Has not met.

*Notes taken by Chloe Rambo*
*Meeting adjourned at 7:23 p.m.*

Signature of the Board President Date



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